



ONLINE FILING

Ref: TI/NSE/COMP/16-17/37

August 23, 2016

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: Notice of AGM and Remote e-voting details
Ref: Scrip Code - TI

Dear Sir/Madam,

Pursuant to Regulation 30 of the Listing Regulations, we are enclosing herewith the Notice dated August 12, 2016 setting out the business to be transacted at the 81st Annual General Meeting of the Members of the Company scheduled to be held on Wednesday, September 14, 2016 at 10.30 a.m. at its Registered Office i.e. P.O. Tilaknagar, Tal. Shrirampur, Dist. Ahmednagar, Maharashtra - 413720.

We also wish to inform you that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is providing Remote e-voting facility to all its Members (holding shares in Physical and dematerialized form) to enable them to exercise their right to vote by electronic means on the resolutions proposed at the 81st Annual General Meeting.

We hereby submit the following information for the ready reference of the Members of the Company:

Sr. No	Particulars	Remarks
1	Name of the Company	Tilaknagar Industries Ltd.
2	ISIN	INE133E01013
3	Name of the Agency providing E-voting platform	Central Depository Services (India) Limited (CDSL)
4	Date of the Board Resolution for the approval of the Notice	Friday, August 12, 2016
5	Date of Appointment of Scrutinizer	Friday, August 12, 2016
6	Name of Scrutinizer	Mr. R. T. RajGuroo, Advocate
7	Cut-off date for E-voting entitlement	Wednesday, September 07, 2016
8	E-voting Start Date & Time	Sunday, September 11, 2016 (from 10.00 a.m.)
9	E-voting End Date & Time	Tuesday, September 13, 2016 (at 05.00 p.m.)
10	No. of Resolutions	6
11	Announcement of Results	Within 48 hours of conclusion of the AGM

Corporate Office : Industrial Assurance Building, 3rd Floor, Churchgate, Mumbai - 400 020.

Tel.: +91 22 22831716/18 Fax : +91 22 22046904 E-mail : tiliquor@tilind.com

Regd. Office & Works : P. O. Tilaknagar, Tal. Shrirampur, Dist. Ahmednagar, Maharashtra - 413 720.

Tel.: (02422) 265 123 / 265 032 Fax : (02422) 265 135 E-mail : regoff@tilind.com Website : www.tilind.com

CIN : L15420PN1933PLC133303

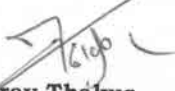




Kindly acknowledge the receipt and take the same on your record.

Thanking you.
Yours Faithfully,

For Tilaknagar Industries Ltd.


Gaurav Thakur
Company Secretary
Encl: a/a



Corporate Office : Industrial Assurance Building, 3rd Floor, Churchgate, Mumbai - 400 020.

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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

NOTICE

NOTICE is hereby given that the **81st Annual General Meeting (AGM)** of the Members of Tilaknagar Industries Ltd. will be held on **Wednesday, September 14, 2016 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 for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2016 together with the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended March 31, 2016 together with the report of the Auditors thereon.

Item No. 2 – Re-appointment of Mrs. Shivani Amit Dahanukar (DIN: 00305503) as a Director liable to retire 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. 3 – Ratification of the appointment of M/s Batliboi & Purohit, Chartered Accountants (ICAI Firm Registration No. 101048W) as the Statutory Auditors of the Company

To ratify the appointment of M/s Batliboi & Purohit, Chartered Accountants (ICAI Firm Registration No. 101048W) as the Statutory Auditors of the Company to hold office from the conclusion of the 81st Annual General Meeting till the conclusion of the 82nd Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

Item No. 4 – Approval of the remuneration payable to the Cost Auditor for the financial year 2016-17

To consider and, if thought fit, to pass 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 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) 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 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(s) or re-enactment thereof, for the time being in force) 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 the Cost Auditor for conducting the Cost Audit for the financial year 2016-17;

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.”

Item No. 5 – Appointment of Mr. Kishorekumar Ganpatrao Mhatre (DIN: 07527683) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kishorekumar Ganpatrao Mhatre (DIN: 07527683), who was appointed as an Additional Director (Non-Executive and Independent) of the Company by the Board of Directors with effect from June 09, 2016 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 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 requisite deposit under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years from June 09, 2016 up to June 08, 2021(both days inclusive), not liable to retire by rotation.”

Item No. 6 – Determination of fees to be charged pursuant to Section 20 of the Companies Act, 2013 for service of document(s) in a particular mode

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

“RESOLVED THAT pursuant to the provisions of Section 20 and all other applicable provisions of the Companies Act, 2013, the consent of the Company be and is hereby accorded to charge from the Member in advance, a sum equivalent to the estimated actual expenses of delivery of the document(s) through a particular mode, if any request has been made by such Member for delivery of such document(s) through such mode of service; provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document(s) by the Company;

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 abovementioned resolution.”

By Order of the Board

Place: Mumbai
Date: August 12, 2016

Gaurav Thakur
Company Secretary

Registered Office:

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

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as Proxy and such Proxy shall not act as a Proxy for any other Member.

The Proxy form is annexed with this Notice. The instrument appointing the Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the Meeting.

Corporate Members intending to send their authorized representatives to attend the Annual General Meeting (“the Meeting”) are requested to send to the Company a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member is entitled to inspect the Proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company by such Member.

2. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
3. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.
4. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Directors seeking Appointment/Re-appointment at the ensuing Annual General Meeting is annexed to this Notice.
6. 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 at the Meeting.

7. All the documents referred to in the Notice and Explanatory Statement annexed thereto including the Annual Report for the financial year 2015-16 and Notice of the 81st Annual General Meeting are open for inspection by the Members, without any fees, at the Registered Office and Corporate Office of the Company between 11.00 a.m and 01.00 p.m. on all working days except Saturday up to the date of the Meeting and the same shall also be made available for inspection by Members at the Meeting.
8. 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.
9. Members holding shares in physical form are requested to approach Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agents of the Company at E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai – 400 072 for:
 - (a) intimating any change in their address and/or bank mandate;
 - (b) submitting requests for transfer, transmission, 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.
10. Members holding shares in electronic form are hereby informed that the Company or its Registrar cannot 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.
11. 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.
12. 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). Members, who have registered their e-mail address, are also entitled to receive such communication in physical form, upon request.

13. 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 26, 2015 (date of last Annual General Meeting) on its website i.e. www.tilind.com and also on the website of the Ministry of Corporate Affairs.

The concerned Members may claim the same by sending a request letter along with the letter of undertaking available on the website of the Company 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 available on the website of the Company i.e. www.tilind.com to the Investor Education and Protection Fund (IEPF), constituted by the Central Government.

14. 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.

15. The Annual Report for the financial year 2015-16 and Notice of the 81st Annual General Meeting, inter-alia, indicating the process and manner of voting including remote e-voting along with Attendance Slip and Proxy Form are being sent in electronic mode to all the Members holding shares in dematerialized form and having their e-mail address registered with their Depository Participants and such other Members who have positively consented in writing to receive the same by electronic mode. Physical copies of the abovementioned documents are being sent to all other Members by the permitted mode.

Members, who have received the above documents in electronic mode, are entitled to receive the same, free of cost, in physical form, upon making a request in this regard to Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agents of the Company or to the Company at investor@tilind.com.

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

16. In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 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 business proposed to be transacted at the 81st Annual General Meeting ("the Meeting"). Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate remote e-voting.

The facility for voting through ballot paper shall also be made available at the venue of the Meeting. The Members attending the Meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the Meeting.

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

- i. The voting period begins on Sunday, September 11, 2016 at 10:00 a.m. and ends on Tuesday, September 13, 2016 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 of Wednesday, September 07, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Members who have already voted prior to the Meeting date may attend the Meeting but shall not be entitled to cast their vote again.
- iii. The Members should log on to the e-voting website www.evotingindia.com.
- iv. Click on Shareholders.
- 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 sequence number in the PAN field. In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR	
Date of Birth (DOB)	<ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the Member ID/Folio Number in the Dividend Bank details field as mentioned in instruction (v).

- 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. If a demat account holder has forgotten the login 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. Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx. **Note for Non - Individual Members and Custodians:**
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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, a Compliance User should be created 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 linked in the login should be emailed 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.
- xxi. 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com. The Members may also approach the Company Secretary at investor@tilind.com for any grievances pertaining to remote e-voting process.
18. Any person who is not a Member as on the cut-off date should treat this Notice for information purpose only. Also, any person who acquires shares and becomes the Member of the Company after the dispatch of Annual Report and Notice of the Meeting and holding shares on the cut-off date i.e. Wednesday, September 07, 2016, may obtain login ID and password by sending a request at helpdesk.evoting@cdslindia.com.
19. The Board of Directors has appointed Mr. R. T. RajGuroo, Advocate as Scrutinizer to scrutinize the voting process (including remote e-voting) in a fair and transparent manner in its Meeting held on August 12, 2016. He has communicated his willingness to be so appointed and will be available for the purpose of ascertaining the requisite majority.
20. The Scrutinizer shall, after the conclusion of voting at the Meeting, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman & Managing Director of the Company or any person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.
21. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.tilind.com and on the website of the CDSL immediately after the declaration of the results by the Chairman & Managing Director of the Company or a person authorized by him in writing and also be displayed at the Registered and Corporate Office of the Company. The results shall also be immediately forwarded to the Stock Exchange(s) i.e. BSE Limited and National Stock Exchange of India Ltd.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL THE MATERIAL FACTS RELATING TO SPECIAL BUSINESS:

Item No. 4

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 recommendation of the Audit Committee, the Board of Directors had appointed CMA Dr. Netra Shashikant Apte having Membership No. 11865 and Firm Registration No. 102229 as Cost Auditor 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 at 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 the Cost Auditor for conducting the Cost Audit for the financial year 2016-17.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditor for the financial year 2016-17.

The Board recommends the Ordinary Resolution set out at Item No. 4 for the approval of the Members.

None of the Directors and Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Item No. 5

The Board had, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Kishorekumar Ganpatrao Mhatre (DIN: 07527683) as an Additional Director (Non-Executive and Independent) of the Company with effect from June 09, 2016. Pursuant to the provisions of Section 161 of the Companies Act, 2013, he is holding office up to the date of this Annual General Meeting.

The Company has received a notice in writing from a Member of the Company proposing his candidature for the office of the Director of the Company along with requisite deposit as stipulated under Section 160 of the Companies Act, 2013.

In terms of the provisions of Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), it is proposed to appoint him as an Independent Director of the Company to hold office for a period of five consecutive years from June 09, 2016 up to June 08, 2021 (both days inclusive). He shall not be liable to retire by rotation during this period.

In terms of the provisions of Section 164 of the Companies Act, 2013, he has submitted a declaration that he is not disqualified from being appointed as a Director of the Company along with his consent to act as such.

He has also submitted a declaration about his meeting the criteria of independence as stipulated under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Draft letter of appointment setting out the terms and conditions of his appointment is available for inspection by the Members without any fees at the Registered Office of the Company 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 and same has also been uploaded on the Company's Website i.e. www.tilind.com.

In terms of the Regulation 36(3) of the Listing Regulations, a statement containing his brief resume, nature of expertise in specific functional areas, disclosure of relationships with other Directors, name of listed entities in which he holds the directorship along with the membership of Committees of the Board and shareholding in the Company is annexed to this Notice.

The Board considers that his continued association as an Independent Director will be of immense benefit to the Company. Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 5 for the approval of the Members.

None of the Directors and Key Managerial Personnel and their relatives except Mr. Kishorekumar Ganpatrao Mhatre, to whom the resolution relates, is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Item No. 6

As per the provisions of Section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a Member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Therefore, to enable the Members to avail this facility, consent of the Members is sought for determining the fees to be charged for delivery of document(s) in a particular mode, as mentioned in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 6 for the approval of the Members.

None of the Directors and Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

By Order of the Board

Place: Mumbai
Date: August 12, 2016

Gaurav Thakur
Company Secretary

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

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Directors seeking Appointment/Re-appointment in the 81st Annual General Meeting

Name of the Director	Mrs. Shivani Amit Dahanukar	Mr. Kishorekumar Ganpatrao Mhatre
Director Identification Number	00305503	07527683
Date of Birth	June 28, 1977	July 11, 1961
Date of Appointment	September 28, 2006	June 09, 2016
Qualifications	Mrs. Shivani Amit Dahanukar has a Masters in Business Administration from the University of San Francisco. She is also a graduate in Law from the Government Law College, University of Mumbai.	Mr. Kishorekumar Ganpatrao Mhatre is a graduate in Law from the Government Law College, University of Mumbai.
Expertise in specific functional areas	She spearheads the community welfare activities of the Group in the fields of nutrition, primary education and healthcare.	He is an Advocate having over 32 years of experience in the legal profession (matters relating to litigation-commercial & constitution, arbitrations, writ petitions, criminal proceedings & applications, copyrights, co-operative banks and co-operative societies, public trusts, IPC – drafting & filing complaints, Consumer Protection Act, Information Technology Act, Essential Commodities Act, among others).
Other listed companies in which he/she holds Directorship	Nil	Nil
Chairperson/Member of Committee(s) of Board of Directors of the Company	CSR Committee (Chairperson) Compensation Committee (Member) Share Transfer Committee (Member)	Audit Committee (Member) Compensation Committee (Member) Nomination and Remuneration Committee (Member)
Chairperson/Member of the Committee(s) of Board of Directors of other listed companies in which he/she is a Director	Nil	Nil
Shareholding in the Company (Equity)	32,976,043	Nil
Disclosure of relationship with other Directors and Key Managerial Personnel	Mrs. Shivani Amit Dahanukar is wife of Mr. Amit Dahanukar, Chairman & Managing Director of the Company.	Nil



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 : _____

Name of the Proxy : _____

No. of Shares held : _____

I hereby record my presence at the 81st Annual General Meeting of Tilaknagar Industries Ltd. on Wednesday, September 14, 2016 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



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Email: investor@tilind.com, **Website:** www.tilind.com, **Phone:** +91 22 22831716/18, **Fax:** +91 22 22046904

PROXY FORM

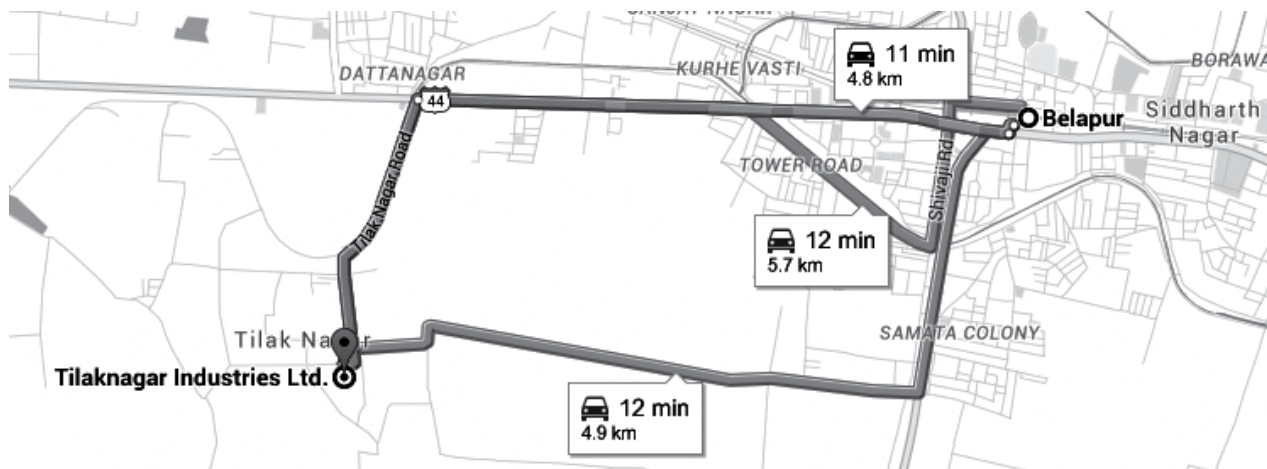
[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

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 Tilaknagar Industries Ltd., 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

Route Map to the AGM Venue



Source: Google Map

AGM Venue: Tilaknagar Industries Ltd.
P.O. Tilaknagar, Tal. Shrirampur, Dist. Ahmednagar, Maharashtra-413 720

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 81st Annual General Meeting of the Company, to be held on Wednesday, September 14, 2016 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:

I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolutions	Vote (Optional see Note 4)		
		For	Against	Abstain
ORDINARY BUSINESS				
1	Adoption of the audited financial statements for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors			
2	Re-appointment of Mrs. Shivani Amit Dahanukar (DIN: 00305503) as a Director liable to retire by rotation			
3	Ratification of the appointment of M/s Batliboi & Purohit, Chartered Accountants (ICAI Firm Registration No. 101048W) as the Statutory Auditors of the Company			
SPECIAL BUSINESS				
4	Approval of the remuneration payable to the Cost Auditor for the financial year 2016-17			
5	Appointment of Mr. Kishorekumar Ganpatrao Mhatre (DIN: 07527683) as an Independent Director			
6	Determination of fees to be charged pursuant to Section 20 of the Companies Act, 2013 for service of document(s) in a particular mode			

Signed this _____ day of _____ 2016.

Affix a
₹ 1/-
Revenue
Stamp

Signature of Member

Signature of 1st Proxyholder

Signature of 2nd Proxyholder

Signature of 3rd Proxyholder

Notes:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as a Proxy and such Proxy shall not act as a Proxy for any other Member.
- This form of proxy in order to be effective, should be deposited at the Registered Office of the Company i.e. P.O. Tilaknagar, Tal. Shrirampur, Dist. Ahmednagar, Maharashtra – 413 720, duly completed, stamped and signed, not less than 48 hours before the commencement of the Meeting.
- This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. 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.