



Ref: TI/NSE/COMP/14-15/28

August 01, 2014

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: Voting Results of Postal Ballot
Ref: Scrip Code - TI

Dear Sir/Madam,

Pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company had sought the approval of the Members through Postal Ballot (which included electronic voting) for the following special business contained in the Postal Ballot Notice dated May 26, 2014:

1. Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for authorizing the Board of Directors to borrow moneys on behalf of the Company upto a sum not exceeding Rs. 1000 Crores;
2. Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for authorizing the Board of Directors to create mortgage/pledge/hypothecation/charge on all or any of the movable/immovable properties of the Company for securing the borrowings of the Company upto a sum not exceeding Rs. 1000 Crores;
3. Special Resolution under Section 94 of the Companies Act, 2013 for granting approval to keep the Register of Members and copies of Annual Returns alongwith annexures in Mumbai at the office of Registrar and Share Transfer Agents of the Company;
4. Special Resolution under Section 14 of the Companies Act, 2013 for adopting a new set of Articles of Association of the Company in alignment with the Companies Act, 2013; and
5. Special Resolution under Section 197 of the Companies Act, 2013 for granting approval to the Board of Directors for making payment of Commission to the Non-Executive Directors(including Independent Directors) of the Company.



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



The Board of Directors had appointed Mr. R. T. RajGuroo, Practicing Company Secretary as Scrutinizer for scrutinizing the Postal Ballot forms including votes casted through e-voting in a fair and transparent manner. Based on the Report submitted by the Scrutinizer on August 01, 2014, Mr. Amit Dahanukar, Chairman & Managing Director of the Company has declared the results of the Postal Ballot on August 01, 2014.

Pursuant to the provisions of the Clause 35A and Clause 31 of the Listing Agreement, please find attached herewith the following documents:

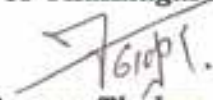
1. Postal Ballot Results in the prescribed format along with the Scrutinizer Report; and
2. Proceedings of the Meeting held on August 01, 2014 for announcement of Postal Ballot Results.

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

RESULTS OF POSTAL BALLOT (INCLUDING E-VOTING)

The Board of Directors of the Company had in its Meeting held on May 26, 2014 decided to conduct Postal Ballot pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for seeking approval of the Members of the Company for matters stated in the notice of Postal Ballot dated May 26, 2014 read with the explanatory statements attached thereto. Saturday, July 26, 2014 up to 6.00 p.m. was fixed as the time for e-voting and receipt of duly completed Postal Ballot forms from the Members of the Company.

The Company had, on June 26, 2014, dispatched/e-mailed the Postal Ballot Notice dated May 26, 2014 to the Members of the Company as on June 20, 2014 ("the cut-off date") for seeking their approval with respect to the abovementioned business. The voting rights were reckoned in proportion to the paid-up value of the equity shares (12,42,72,838 equity shares) registered in the name of 27,347 Members as on Friday, June 20, 2014. Notice to this effect was also published in the newspapers viz. Business Standard (June 27, 2014), Aklamahanagar (June 27, 2014) and Gavkari (June 28, 2014).

The Company had also offered e-voting facility through CDSL to all the Members of the Company in compliance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement to enable them to cast their votes electronically.

Summary of the votes casted through Postal Ballot forms and e-voting is given below:

A) Total Votes Received:

Item No.	No. of Votes	No. of Shares
Item No. 1	470	7,92,21,255
Item No. 2	470	7,92,21,255
Item No. 3	470	7,92,21,255
Item No. 4	470	7,92,21,255
Item No. 5	470	7,92,21,255

B) Invalid Votes:

Item No.	No. of Votes	No. of Shares
Item No. 1	69	56,420
Item No. 2	71	56,920
Item No. 3	71	56,920
Item No. 4	73	57,335
Item No. 5	75	89,48,430

C) Valid Votes:

Item No.	No. of Votes	No. of Shares
Item No. 1	401	7,91,64,835
Item No. 2	399	7,91,64,335
Item No. 3	399	7,91,64,335
Item No. 4	397	7,91,63,920
Item No. 5	395	7,02,72,825

The Board of Directors had appointed Mr. R. T. RajGuroo, Practicing Company Secretary as Scrutinizer for scrutinizing the Postal Ballot forms including votes casted through e-voting in a fair and transparent manner. He has submitted his Report on August 01, 2014 to the undersigned.

- Based on the said report of the Scrutinizer, results of Postal Ballot are declared as under:

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For TILAKNAGAR INDUSTRIES LTD.

76199
COMPANY SECRETARY



ITEM No. 1 of the Notice of Postal Ballot dated May 26, 2014

Details of Agenda	Authorization to the Board of Directors to borrow moneys on behalf of the Company up to a sum not exceeding Rs. 1000 Crores pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013
Resolution required	Special Resolution
Mode of voting	Postal Ballot including e-voting

Voting Results:

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
Public- Institutional holders	2,55,85,149	90,20,500	35.26	90,20,500	0	100.00	0
Public-Others	3,01,16,021	15,72,667	5.22	15,63,930	8,737	99.44	0.56
Total	12,42,72,838	7,91,64,835	63.70	7,91,56,098	8,737	99.99	0.01

ITEM No. 2 of the Notice of Postal Ballot dated May 26, 2014

Details of Agenda	Authorization to the Board of Directors to create mortgage/pledge/ hypothecation/charge on all or any of the movable/immovable properties of the Company for securing the borrowings of the Company up to a sum not exceeding Rs. 1000 Crores pursuant to the provisions of the Section 180(1)(a) of the Companies Act, 2013
Resolution required	Special Resolution
Mode of voting	Postal Ballot including e-voting

Voting Results:

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
Public- Institutional holders	2,55,85,149	90,20,500	35.26	90,20,500	0	100.00	0
Public-Others	3,01,16,021	15,72,167	5.22	15,63,094	9,073	99.42	0.58
Total	12,42,72,838	7,91,64,335	63.70	7,91,55,262	9,073	99.99	0.01

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For TILAKNAGAR INDUSTRIES LTD.

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ITEM No. 3 of the Notice of Postal Ballot dated May 26, 2014

Details of Agenda	Approval for keeping the Register of Members and copies of Annual Returns along with annexures in Mumbai at the office of Registrar and Share Transfer Agents of the Company pursuant to the provisions of Section 94 of the Companies Act, 2013
Resolution required	Special Resolution
Mode of voting	Postal Ballot including e-voting

Voting Results:

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	0
Public- Institutional holders	2,55,85,149	90,20,500	35.26	90,20,500	0	100	0
Public-Others	3,01,16,021	15,72,167	5.22	15,68,265	3,902	99.75	0.25
Total	12,42,72,838	7,91,64,335	63.70	7,91,60,433	3,902	99.99	0.01

ITEM No. 4 of the Notice of Postal Ballot dated May 26, 2014

Details of Agenda	Adoption of a new set of Articles of Association of the Company in alignment with the Companies Act, 2013 pursuant to the provisions of Section 14 of the Companies Act, 2013
Resolution required	Special Resolution
Mode of voting	Postal Ballot including e-voting

Voting Results:

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
Public- Institutional holders	2,55,85,149	90,20,500	35.26	88,90,000	1,30,500	98.55	1.45
Public-Others	3,01,16,021	15,71,752	5.22	15,69,140	2,612	99.83	0.17
Total	12,42,72,838	7,91,63,920	63.70	7,90,30,808	1,33,112	99.83	0.17

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COMPANY SECRETARY



ITEM No. 5 of the Notice of Postal Ballot dated May 26, 2014

Details of Agenda	Granting approval to the Board of Directors for making payment of Commission to the Non-Executive Directors(including Independent Directors) of the Company pursuant to the provisions of Section 197 of the Companies Act, 2013
Resolution required	Special Resolution
Mode of voting	Postal Ballot including e-voting

Voting Results:

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
Public- Institutional holders	2,55,85,149	1,30,500	0.51	1,30,500	0	100.00	0
Public-Others	3,01,16,021	15,70,657	5.22	15,51,857	18,800	98.80	1.20
Total	12,42,72,838	7,02,72,825	56.55	7,02,54,025	18,800	99.97	0.03

I, Amit Dahanukar, Chairman & Managing Director of Tilaknagar Industries Ltd., on the basis of the aforesaid results as submitted by Mr. R.T. RajGuroo, the Scrutinizer, declare the Special Resolutions under Item No. 1 to 5 of the Notice of Postal Ballot dated May 26, 2014 passed by requisite majority on August 01, 2014 at 4.00 p.m. at the Corporate Office of the Company.



Place: Mumbai
Date : August 01, 2014

For Tilaknagar Industries Ltd.

Amit Dahanukar
Chairman & Managing Director

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For TILAKNAGAR INDUSTRIES LTD.

COMPANY SECRETARY



R. T. RAJGUROO

COMPANY SECRETARIES

Shop No.1, Laxmi Sadan CHS., Opp. New Rose Villa,
Near Srushti Villa, Daji Ramchandra Road, Charai, Thane (W) - 400 601
Ph.: 2538 0966/ 2544 0126 Cell : 88794 10333 / 98696 99875 / 98696 99952
E-mail : rrajguroo@yahoo.co.in / pmvala@yahoo.co.in

Date: July 30, 2014

The Chairman & Managing Director
Tilaknagar Industries Ltd.
Corp. Office: 3rd Floor, Industrial Assurance Building,
Churchgate, Mumbai - 400020

Dear Sir,

Sub : Scrutiny of Postal Ballot Forms received in respect of following business proposed vide Notice of Postal Ballot dated May 26, 2014 and as mentioned under Item No.1 to 5 of the Notice:

Item No.1- Special Resolution for authorization to the Board of Directors to borrow moneys on behalf of the Company;

Item No.2 Special Resolution for authorization to the Board of Directors to create mortgage/pledge/hypothecation/charge on all or any of the movable/immovable properties of the Company;

Item No.3 - Special Resolution for granting approval for keeping the Register of Members and copies of Annual Return along with annexures in Mumbai at the office of Registrar and Share Transfer Agents of the Company;

Item No.4 - Special Resolution for adoption of a new set of Articles of Association of the Company in alignment with the Companies Act'2013 and

Item No.5 - Special Resolution for authorization for making payment of Commission to the Non-Executive Directors (including Independent Directors) of the Company

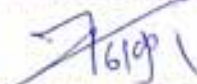
I was appointed as the Scrutinizer by the Board of Directors on May 26, 2014 to scrutinize the votes on the aforesaid resolutions which could be cast by Postal Ballot(including voting through electronic means). I am submitting herewith my report for your perusal and record.

Thanking you,

Yours faithfully,


(CS R T RajGuroo)
Encl:a/a.

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For TILAKNAGAR INDUSTRIES LTD.


COMPANY SECRETARY



R. T. RAJGUROO

COMPANY SECRETARIES

Shop No.1, Laxmi Sadan CHS., Opp. New Rose Villa,
Near Srushti Villa, Daji Ramchandra Road, Charai, Thane (W) - 400 601
Ph.: 2538 0966/ 2544 0126 Cell : 88794 10333 / 98696 99875 / 98696 99952
E-mail : r.rajguroo@yahoo.co.in / pmvala@yahoo.co.in

SCRUTINIZER'S REPORT

The Chairman & Managing Director,
Tilaknagar Industries Ltd.
Corp. Office: 3rd Floor, Industrial Assurance Building,
Churchgate, Mumbai - 400020

Dear Sir,

Sub : Passing of Resolution through Postal Ballot

Pursuant to the resolution passed by the Board of Directors of **TILAKNAGAR INDUSTRIES LTD. (TI)** ("The Company") on May 26, 2014, I have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the Special Resolutions as circulated in the postal ballot notice dated May 26, 2014.

To enable wider participation of shareholders, pursuant to the provision of Section 108 of the Companies Act, 2013 and the Rules framed there under vide Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's circular no. CIR/CFD/ DIL /6/ 2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 April 17, 2014, Companies listed on National Stock Exchange of India Limited (NSE) & BSE Limited (BSE), are required to provide e-voting facility to their shareholders on all shareholders resolutions to be passed at General Meetings or through Postal Ballot. Since Tilaknagar Industries Ltd. falls within the requirements as specified in the Companies Act, 2013 and the above mentioned Circulars of SEBI, e-voting which has been made applicable, the Company has provided for the same.

Tilaknagar Industries Ltd. accordingly has made arrangements with the Systems Provider Central Depository Services (India) Limited (CDSL) for providing a system of recording votes of the shareholders electronically through e-voting. The Company has also accordingly made arrangements through its Registrar and Transfer Agent i.e. Bigshare Services Private Limited herein after referred as (RTA) to set up the e-voting facility on the CDSL e-Voting website <http://www.evotingindia.com>.

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For TILAKNAGAR INDUSTRIES LTD.


COMPANY SECRETARY



Tilaknagar Industries Ltd. through RTA has also uploaded the resolutions together with the explanatory statement on which e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by CDSL, the system provider has been done by the Company through its RTA. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot Notice dated May 26, 2014 sent to the shareholders by email and by Registered Post. The Register of Member was made up, for the purpose of dispatch of postal ballot to the shareholders as on June 20, 2014.

Reference to the Companies Act, 2013	Type and Description of the Special Resolutions
(1) Special Resolution Pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force)	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for authorizing the Board of Directors to borrow moneys on behalf of the Company upto a sum not exceeding Rs. 1000 Crores.
(2) Special Resolution Pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force)	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for authorizing the Board of Directors to create mortgage/pledge/ hypothecation/charge on all or any of the movable/immovable properties of the Company for securing the borrowings of the Company upto a sum not exceeding Rs. 1000 Crores.
(3) Special Resolution Pursuant to Section 94 of the Companies Act, 2013 read with Rule 15 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force)	Special Resolution under Section 94 of the Companies Act, 2013 for granting approval to keep the Register of Members and copies of Annual Returns alongwith annexures in Mumbai at the office of Registrar and Share Transfer Agents of the Company.

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For TILAKNAGAR INDUSTRIES LTD.


COMPANY SECRETARY

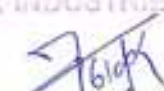


(4) Special Resolution Pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force)	Special Resolution under Section 14 of the Companies Act, 2013 for adopting a new set of Articles of Association of the Company in alignment with the Companies Act, 2013.
(5) Special Resolution Pursuant to Section 197 read with Section 198 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force)	Special Resolution under Section 197 of the Companies Act, 2013 for granting approval for making payment of Commission to the Non-Executive Directors (including Independent Directors) of the Company.

I, report that the Postal Ballot Notice dated May 26, 2014 under section 110 of the Companies Act, 2013 read with Rule 22 under the Chapter on Companies (Management and Administration) Rules, 2014 as notified by MCA on March 27, 2014 were dispatched to the shareholders holding shares in physical form by Registered Post aggregating to **12994** numbers and by Airmail **11** numbers along with self-addressed prepaid Business Reply Envelope on or before June 26, 2014.

In addition to the above, Postal Ballot Notices were also sent by Bigshare Services Pvt. Ltd. via electronic mode to **14342** Shareholders at their email addresses registered with the Depository Participants as per the data downloaded from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on June 20, 2014 (cut-off date). As per the information provided by Bigshare Services Pvt. Ltd., out of the **14342** emails sent **694** emails have bounced. The details of such cases have been provided to me by Bigshare Services Private Limited. I further report that, as stated in the Notice sent to the Shareholders, the Company had fixed 6.00 PM on Saturday, July 26, 2014 as the last date for receipt of Postal Ballots and for E-voting.

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For TILAKNAGAR INDUSTRIES LTD.


COMPANY SECRETARY



As stated in sub rule 3 of Rule 20 under the Chapter on Companies(Management and Administration) Rules, 2014 as notified by MCA on March 27, 2014 an advertisement was published by the Company in **Business Standard - English Newspaper, Aklamahanagar -Vernacular Newspapers on June 27, 2014 and Gaukari - Vernacular Newspapers on June 28, 2014**, containing information about the completion of dispatch of the Postal Ballot Notices both by Registered Post and by email, wherever applicable, to the shareholders along with other related matters mentioned therein.

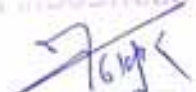
I report that I have received the Postal Ballot forms from the shareholders during the period starting from Friday, June 27, 2014 till Saturday, July 26, 2014. All the Postal Ballot forms together with all votes cast by E-voting through CDSL received up to 6.00 P.M. Saturday, July 26, 2014, being the last date fixed by the Company for receipt of the ballot forms/e-voting, were considered for my scrutiny.

1746 Envelopes containing Postal Ballot forms were returned undelivered and these envelopes were not opened and will be taken up for destruction by the Company after announcement of the results.

The Postal Ballots forms received at the Companies address in the name of the Scrutinizer were opened and then taken up for scrutiny by Mr. R.T.RajGuroo and passed on to the RTA Bigshare Services Private Limited. This process was carried out on a weekly basis. During the course of scrutiny of Postal Ballot Forms I have come across three (3) mutilated Postal Ballot Forms.

Since e-Voting facility was provided by CDSL, the details of the e-Voting exercised by the shareholders as also the votes exercised through Postal Ballots, which were duly scrutinized and processed, were duly complied by the RTA. While the details of the e-Voting was provided by the System Provider namely CDSL, the compilation of the Register, in respect of Postal Ballots containing the statement of shareholder's name, folio number, postal ballot number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected were generated by the RTA which have been duly scrutinized.

On scrutiny, I report that out of **27347** shareholders, **57** Shareholders have exercised their vote through e-Voting and **413** Shareholders have exercised their votes through Postal Ballot Forms, as received. The Details of polling results for the item placed for consideration by the members are given below :

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For TILAKNAGAR INDUSTRIES LTD.

COMPANY SECRETARY



Item No. 1 : **Special Resolution** pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force)

Total No. of Shareholders	27,347		
Total No. of Shares	12,42,72,838		
Receipt of Postal Ballot Forms	From June 27, 2014 till July 26, 2014		
		Number of Votes	Number of Shares
Total votes cast through e-Voting	A	57	93,65,121
Total Votes Cast through Postal Ballot Forms Received	B	413	6,98,56,134
Grand Total of e-Voting /Postal Ballot Form (A+B)	C	470	7,92,21,255
Less : Invalid e-Voting /Postal Ballot Forms(on account of signature mismatch, for/against option not indicated)	D	69	56,420
Net e-Voting/ Postal Ballot Forms (C-D)	E	401	7,91,64,835

NOTE :

- (i) Invalid Postal Ballot was not taken into account for counting of votes.
- (ii) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.
- (iii) There is 1 (one) case where the shareholder holding 5400 shares have voted both through Postal Ballot as well as through e-Voting . The votes cast through e-voting have been considered valid pursuant to Rule No.22 read with Rule No.20 of the Companies (Management and Administration) Rules, 2014.

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For TILAKNAGAR INDUSTRIES LTD.

[Signature]
16/07/14
COMPANY SECRETARY



Summary of Postal Ballot:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng 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
Public- Institutional holders	2,55,85,149	90,20,500	35.26	90,20,500	0	100.00	0
Public- Others	3,01,16,021	15,72,667	5.22	15,63,930	8,737	99.44	0.56
Total	12,42,72,838	7,91,64,835	63.70	7,91,56,098	8,737	99.99	0.01

Percentage of votes cast in favour : 99.99%, Percentage of vote cast against : 0.01 %

RESULTS :

As the number of votes casted in favour of the Resolution i.e. 99.99 % is more than three times the number of votes cast against i.e.0.01% , I report that the Special Resolution under Section 110 of the Companies Act,2013 and the Companies (Management and Administration) Rules, 2014 as set out in the Notice of Postal Ballot dated May 26,2014 has been passed by the shareholders with requisite majority. The Resolution is deemed to have been passed as on the date of the announcement of the results.

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For TILAKNAGAR INDUSTRIES LTD.


COMPANY SECRETARY



Item No. 2 : **Special Resolution** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act,2013 (including any statutory modification or re-enactment thereof for the time being in force).

Total No. of Shareholders	27,347		
Total No. of Shares	12,42,72,838		
Receipt of Postal Ballot Forms	From June 27, 2014 till July 26,2014		
		Number of Votes	Number of Shares
Total votes cast through e-Voting	A	57	93,65,121
Total Votes Cast through Postal Ballot Forms Received	B	413	6,98,56,134
Grand Total of e-Voting /Postal Ballot Form (A+B)	C	470	7,92,21,255
Less : Invalid e-Voting /Postal Ballot Forms(on account of signature mismatch, for/against option not indicated)	D	71	56,920
Net e-Voting/ Postal Ballot Forms (C-D)	E	399	7,91,64,335

NOTE :

- (i) Invalid Postal Ballot was not taken into account for counting of votes.
- (ii) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.
- (iii) There is 1 (one) case where the shareholders holding 5400 shares have voted both through Postal Ballot as well as through e-Voting . The votes cast through e-voting have been considered valid pursuant to Rule No.22 read with Rule No.20 of the Companies (Management and Administration) Rules, 2014.

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16/07/14
COMPANY SECRETARY



Summary of Postal Ballot:

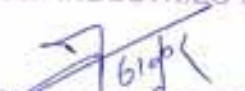
Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)=[(2)/ (1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	6,85,71,668	6,85,71,668	100.00	6,85,71,668	0	100.00	0
Public- Institutional holders	2,55,85,149	90,20,500	35.26	90,20,500	0	100.00	0
Public-Others	3,01,16,021	15,72,167	5.22	15,63,094	9,073	99.42	0.58
Total	12,42,72,838	7,91,64,335	63.70	7,91,55,262	9,073	99.99	0.01

Percentage of votes cast in favour : 99.99%, Percentage of vote cast against :0.01 %

RESULTS :

As the number of votes casted in favour of the Resolution i.e. 99.99 % is more than three times the number of votes cast against i.e.0.01% , I report that the Special Resolution under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as set out in the Notice of Postal Ballot dated May 26,2014 has been passed by the shareholders with requisite majority. The Resolution is deemed to have been passed as on the date of the announcement of the results.

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COMPANY SECRETARY



Item No. 3 : **Special Resolution** pursuant to Section 94 of the Companies Act, 2013 read with Rule 15 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force)

Total No. of Shareholders	27,347		
Total No. of Shares	12,42,72,838		
Receipt of Postal Ballot Forms	From June 27, 2014 till July 26, 2014		
		Number of Votes	Number of Shares
Total votes cast through e-Voting	A	57	93,65,121
Total Votes Cast through Postal Ballot Forms Received	B	413	6,98,56,134
Grand Total of e-Voting /Postal Ballot Form (A+B)	C	470	7,92,21,255
Less : Invalid e-Voting /Postal Ballot Forms (on account of signature mismatch, for/against option not indicated)	D	71	56,920
Net e-Voting/ Postal Ballot Forms (C-D)	E	399	7,91,64,335

NOTE :

- Invalid Postal Ballot was not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.
- There is 1(one) case where the shareholders holding 5400 shares have voted both through Postal Ballot as well as through e-Voting. The votes cast through e-voting have been considered valid pursuant to Rule No.22 read with Rule No.20 of the Companies (Management and Administration) Rules, 2014.

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[Signature]
COMPANY SECRETARY



Summary of Postal Ballot:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing 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	0
Public- Institutional holders	2,55,85,149	90,20,500	35.26	90,20,500	0	100	0
Public-Others	3,01,16,021	15,72,167	5.22	15,68,265	3,902	99.75	0.25
Total	12,42,72,838	7,91,64,335	63.70	7,91,60,433	3,902	99.99	0.01

Percentage of votes cast in favour : 99.99%, Percentage of vote cast against :0.01 %

RESULTS :

As the number of votes casted in favour of the Resolution i.e. 99.99% is more than three times the number of votes cast against i.e.0.01% , I report that the Special Resolution under Section 110 of the Companies Act,2013 and the Companies (Management and Administration) Rules, 2014 as set out in the Notice of Postal Ballot dated May 26,2014 has been passed by the shareholders with requisite majority. The Resolution is deemed to have been passed as on the date of the announcement of the results.

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SECRETARY



Item No. 4 : **Special Resolution** pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force)

Total No. of Shareholders	27,347		
Total No. of Shares	12,42,72,838		
Receipt of Postal Ballot Forms	From June 27, 2014 till July 26, 2014		
		Number of Votes	Number of Shares
Total votes cast through e-Voting	A	57	93,65,121
Total Votes Cast through Postal Ballot Forms Received	B	413	6,98,56,134
Grand Total of e-Voting /Postal Ballot Form (A+B)	C	470	7,92,21,255
Less : Invalid e-Voting /Postal Ballot Forms (on account of signature mismatch, for/against option not indicated)	D	73	57,335
Net e-Voting/ Postal Ballot Forms (C-D)	E	397	7,91,63,920

NOTE :

- (i) Invalid Postal Ballot was not taken into account for counting of votes.
- (ii) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.
- (iii) There is 1 (one) case where the shareholders holding 5400 shares have voted both through Postal Ballot as well as through e-Voting. The votes cast through e-voting have been considered valid pursuant to Rule No.22 read with Rule No.20 of the Companies (Management and Administration) Rules, 2014.

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7/6/14



Summary of Postal Ballot

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing 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
Public- Institutional holders	2,55,85,149	90,20,500	35.26	88,90,000	1,30,500	98.55	1.45
Public-Others	3,01,16,021	15,71,752	5.22	15,69,140	2,612	99.83	0.17
Total	12,42,72,838	7,91,63,920	63.70	7,90,30,808	1,33,112	99.83	0.17

Percentage of votes cast in favour : 99.83%, Percentage of vote cast against :0.17 %

RESULTS :

As the number of votes casted in favour of the Resolution i.e.99.83 % is more than three times the number of votes cast against i.e.0.17% , I report that the Special Resolution under Section 110 of the Companies Act,2013 and the Companies (Management and Administration) Rules, 2014 as set out in the Notice of Postal Ballot dated May 26,2014 has been passed by the shareholders with requisite majority. The Resolution is deemed to have been passed as on the date of the announcement of the results.

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[Signature]
COMPANY SECRETARY



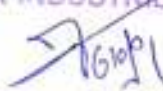
Item No. 5 : **Special Resolution** pursuant to Section 197 read with Section 198 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force)

Total No. of Shareholders	27,347		
Total No. of Shares	12,42,72,838		
Receipt of Postal Ballot Forms	From June 27, 2014 till July 26, 2014		
		Number of Votes	Number of Shares
Total votes cast through e-Voting	A	57	93,65,121
Total Votes Cast through Postal Ballot Forms Received	B	413	6,98,56,134
Grand Total of e-Voting /Postal Ballot Form (A+B)	C	470	7,92,21,255
Less : Invalid e-Voting /Postal Ballot Forms (on account of signature mismatch, for/against option not indicated)	D	75	89,48,430
Net e-Voting/ Postal Ballot Forms (C-D)	E	395	7,02,72,825

NOTE :

- (i) Invalid Postal Ballot was not taken into account for counting of votes.
- (ii) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.
- (iii) There is 1 (one) case where the shareholders holding 5400 shares have voted both through Postal Ballot as well as through e-Voting. The votes cast through e-voting have been considered valid pursuant to Rule No.22 read with Rule No.20 of the Companies (Management and Administration) Rules, 2014.

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Summary of Postal Ballot:

Promoter/Pu blic	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing 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
Public- Institutional holders	2,55,85,149	1,30,500	0.51	1,30,500	0	100.00	0
Public-Others	3,01,16,021	15,70,657	5.22	15,51,857	18,800	98.80	1.20
Total	12,42,72,838	7,02,72,825	56.55	7,02,54,025	18,800	99.97	0.03

Percentage of votes cast in favour : 99.97%, Percentage of vote cast against : 0.03 %

RESULTS :

As the number of votes casted in favour of the Resolution i.e. 99.97 % is more than three times the number of votes cast against i.e. 0.03% , I report that the Special Resolution under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as set out in the Notice of Postal Ballot dated May 26, 2014 has been passed by the shareholders with requisite majority. The Resolution is deemed to have been passed as on the date of the announcement of the results.

I further report that as per the Postal ballot Notice dated May 26, 2014 and the Board and the Board resolution dated May 26, 2014, the Chairman or any other person as authorised in this regard may declare and confirm the above results of voting by postal ballot in respect of the resolution referred herein by August 01, 2014, as intimated to the Stock Exchanges. The results of Postal Ballot together with the Scrutinizer's Report would be displayed on Company's website www.tilind.com and on the website of CDSL within 2 days of passing of the resolutions and shall also be communicated to the Stock Exchanges.

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COMPANY SECRETARY



I further report that as per Rule 22 of the Companies (Management and Administration) Rules 2014, the Company has duly complied with the applicable provisions. I further report that as per the said Rules, the records maintained by me including the data as obtained from CDSL, the System Provider for the e-Voting facility extended by them as also a Register recording the consent or otherwise received from the shareholders, voting through postal ballot which includes all the particulars of the shareholders such as the name, folio number/DP ID/ Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman approves and signs the minutes of the meeting.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking You,

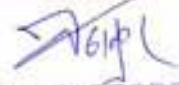


CS. R.T. RajGuroo
Scrutinizer,
Practicing Company Secretary
FCS 2091 CP -2972



Place : Thane
Date : July 30, 2014

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For TILAKNAGAR INDUSTRIES LTD.


COMPANY SECRETARY

HELD AT _____ ON _____ TIME _____

MINUTES OF THE MEETING OF TILAKNAGAR INDUSTRIES LTD. HELD ON FRIDAY, AUGUST 01, 2014 AT 04.00 P.M. AT THE CORPORATE OFFICE OF THE COMPANY I.E. 3RD FLOOR, INDUSTRIAL ASSURANCE BUILDING, CHURCHGATE, MUMBAI - 400020 FOR THE ANNOUNCEMENT OF THE RESULTS OF POSTAL BALLOT

PRESENT:

Mr. Amit Dahanukar : Chairman & Managing Director
Mr. C.V. Bijlani : Director

IN ATTENDANCE:

Mr. Gaurav Thakur : Company Secretary
Mr. R.T. RajGuroo : Practicing Company Secretary and Scrutinizer

17 Members of the Company were present at the Meeting in person.

Mr. Amit Dahanukar took the chair and welcomed the Members and the Scrutinizer.

The Chairman informed the Members that pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company had sought the approval of the Members through Postal Ballot (which included electronic voting) for the following special business contained in the Postal Ballot Notice dated May 26, 2014:

1. Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for authorizing the Board of Directors to borrow moneys on behalf of the Company upto a sum not exceeding Rs. 1000 Crores;
2. Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for authorizing the Board of Directors to create mortgage/pledge/hypothecation/charge on all or any of the movable/immovable properties of the Company for securing the borrowings of the Company upto a sum not exceeding Rs. 1000 Crores;
3. Special Resolution under Section 94 of the Companies Act, 2013 for granting approval to keep the Register of Members and copies of Annual Returns alongwith annexures in Mumbai at the office of Registrar and Share Transfer Agents of the Company;
4. Special Resolution under Section 14 of the Companies Act, 2013 for adopting a new set of Articles of Association of the Company in alignment with the Companies Act, 2013; and
5. Special Resolution under Section 197 of the Companies Act, 2013 for granting approval to the Board of Directors for making payment of Commission to the Non-Executive Directors(including Independent Directors) of the Company.

He further informed the Members that the Company had, on June 26, 2014, dispatched/e-mailed the Postal Ballot Notice dated May 26, 2014 to the Members of the Company as on June 20, 2014 ("the cut-off date") for seeking their approval with respect to the abovementioned business. The voting rights were reckoned in proportion to the paid-up value of the equity shares registered in the name of the Members as on Friday, June 20, 2014. Notice to this effect was also published in the newspapers viz. Business Standard (June 27, 2014), Aplamahanagar (June 27, 2014) and Gavkari (June 28, 2014).

CHAIRMAN'S INITIALS

COMPANY SECRETARY

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HELD AT _____ ON _____ TIME _____

He further informed the Members that the Company had also offered e-voting facility through CDSL to all the Members of the Company in compliance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement to enable them to cast their votes electronically.

He further informed the Members that Mr. R. T. RajGuroo, Practicing Company Secretary, who was appointed as Scrutinizer by the Board of Directors on May 26, 2014 for scrutinizing the Postal Ballot forms including votes casted through e-voting in a fair and transparent manner, had submitted his Report on August 01, 2014.

He apprised the Members about following details regarding the votes casted through Postal Ballot forms and e-voting:

A) Total Votes Received:

Item No.	No. of Votes	No. of Shares
Item No. 1	470	7,92,21,255
Item No. 2	470	7,92,21,255
Item No. 3	470	7,92,21,255
Item No. 4	470	7,92,21,255
Item No. 5	470	7,92,21,255

B) Invalid Votes:

Item No.	No. of Votes	No. of Shares
Item No. 1	69	56,420
Item No. 2	71	56,920
Item No. 3	71	56,920
Item No. 4	73	57,335
Item No. 5	75	89,48,430

C) Valid Votes:

Item No.	No. of Votes	No. of Shares
Item No. 1	401	7,91,64,835
Item No. 2	399	7,91,64,335
Item No. 3	399	7,91,64,335
Item No. 4	397	7,91,63,920
Item No. 5	395	7,02,72,825

Thereafter, he declared the results of the Postal Ballot as under:

ITEM NO. 1:

Authorization to the Board of Directors to borrow moneys on behalf of the Company up to a sum not exceeding Rs. 1000 Crores pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013

"RESOLVED THAT in supersession of all earlier resolutions passed in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent be and is hereby accorded to the Board of Directors or any Committee constituted by the Board (hereinafter referred to as 'the Board') to borrow, from

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CHAIRMAN'S INITIALS

COMPANY SECRETARY

HELD AT _____

ON _____

TIME _____

time to time, whether by way of working capital facilities/term loans/corporate loans/debentures/other credit facilities in Indian rupees and/or foreign currency at its discretion, either from bank(s), financial institution(s), body corporate(s) or any other lending institution(s) or person(s), whether in India or abroad (including moneys that may be borrowed by issue of debentures whether convertible or not, zero coupon bonds or such other securities as the Board in its absolute discretion may determine) on such terms and conditions as may be considered suitable by the Board, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital and free reserves, that is to say, reserves not set apart for any specific purpose, of the Company, provided that the maximum outstanding amount of moneys so borrowed by the Board shall at any time not exceed Rs. 1000 Crores (Rupees One Thousand Crores only);

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto and to sign and execute on behalf of the Company such agreements, deeds, applications, documents and writings as may be required in this regard and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

Voting Results:

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
Public- Institutional holders	2,55,85,149	90,20,500	35.28	90,20,500	0	100.00	0
Public-Other	3,01,16,021	15,72,667	5.23	15,63,930	8,737	99.44	0.56
Total	12,42,72,838	7,91,64,835	63.70	7,91,66,098	8,737	99.99	0.01

Since the votes casted in favour of the above resolution were 99.99% and votes casted against the above resolution were 0.01% of the total valid votes casted, the Chairman declared the aforesaid Resolution passed as Special Resolution with the requisite majority.

ITEM NO. 2:

Authorization to the Board of Directors to create mortgage/pledge/hypothecation/charge on all or any of the movable/immovable properties of the Company for securing the borrowings of the Company up to a sum not exceeding Rs. 1000 Crores pursuant to the provisions of the Section 180(1)(a) of the Companies Act, 2013

"RESOLVED THAT in supersession of all earlier resolutions passed in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent be and is hereby accorded to the Board of Directors or any Committee constituted by the Board (hereinafter referred to as 'the Board') for creating the mortgage/pledge/hypothecation/charge on the whole or part of the Company's land, building thereon, machinery, stocks, book debts and all other assets whether movable or immovable of the Company situated in India or abroad in

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6/10/20
COMPANY SECRETARY

CHAIRMAN'S INITIALS

HELD AT _____

ON _____

TIME _____

one or more tranches and/or conferring power to enter upon and take possession of the assets of the Company in certain events to or in favour of any of the financial institution(s), bank(s), body corporate(s), lending institution(s) or person(s) to secure the working capital facilities/term loans/corporate loans/debentures/other credit facilities raised/to be raised by the Company from such financial institution(s), bank(s), body corporate(s), lending institution(s) or person(s) together with interest at the respective agreed rates, compound/additional interest, commitment charge, charges on prepayment or on redemption, costs, charges, expenses and all other moneys payable/to be payable to the financial institution(s), bank(s), body corporate(s), lending institution(s) or person(s) in terms of their respective agreements/letters of sanction/memorandum of terms and conditions, entered into/to be entered into by the Company in respect of the said working capital facilities/term loans/corporate loans/debentures/other credit facilities up to a sum not exceeding Rs. 1000 Crores (Rupees One Thousand Crores only) at any time;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such actions and steps as may be necessary and to settle all matters arising out of and incidental thereto and to finalize the form, extent and manner of and the documents and deeds, as may be applicable, for creating the mortgage/pledge/hypothecation/charge on the whole or part of the Company's land, building thereon, machinery, stocks, book debts and all other assets whether movable or immovable of the Company situated in India or abroad on such terms and conditions as may be decided by the Board in consultation with the lenders and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

Voting Results:

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 Promotes Group	6,83,71,668	6,83,71,668	100.00	6,83,71,668	0	100.00	0
Public- Institutional holders	2,55,83,149	90,20,500	35.26	90,20,500	0	100.00	0
Public-Others	3,01,16,021	15,72,167	5.22	13,63,994	9,073	99.42	0.58
Total	12,42,72,838	7,91,64,335	63.70	7,91,55,262	9,073	99.99	0.01

Since the votes casted in favour of the above resolution were 99.99% and votes casted against the above resolution were 0.01% of the total valid votes casted, the Chairman declared the aforesaid Resolution passed as Special Resolution with the requisite majority.

ITEM NO. 3:

Approval for keeping the Register of Members and copies of Annual Returns along with annexures in Mumbai at the office of Registrar and Share Transfer Agents of the Company pursuant to the provisions of Section 94 of the Companies Act, 2013

"RESOLVED THAT pursuant to the provisions of Section 94 of the Companies Act, 2013 read with Rule 15 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent be and is hereby accorded for keeping the Register of Members together with Index of Members, the copies of all annual returns along with the copies of certificates and documents required to be annexed therewith in Mumbai at the office of M/s Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agents of the Company situated at E-2/3, Ansa Industrial Estate, Sakivihar Road, SakiNaka,

CHAIRMAN'S INITIALS

COMPANY SECRETARY

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For TILAKNAG SERVICES LTD.

HELD AT _____ ON _____ TIME _____

Andheri(East), Mumbai - 400 072 instead of keeping the same at the Registered Office of the Company;

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

Voting Results:

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	0
Public- Institutional holders	2,55,85,149	90,20,500	35.26	90,20,500	0	100	0
Public-Others	3,01,16,021	15,72,167	5.22	15,68,365	3,902	99.75	0.25
Total	12,42,72,838	7,91,64,335	63.70	7,91,60,433	3,902	99.99	0.01

Since the votes casted in favour of the above resolution were 99.99% and votes casted against the above resolution were 0.01% of the total valid votes casted, the Chairman declared the aforesaid Resolution passed as Special Resolution with the requisite majority.

ITEM NO. 4:

Adoption of a new set of Articles of Association of the Company in alignment with the Companies Act, 2013 pursuant to the provisions of Section 14 of the Companies Act, 2013

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent be and is hereby accorded for adoption of the draft regulations contained in the new set of Articles of Association of the Company, in substitution and to the entire exclusion, of the regulations contained in the existing set of Articles of Association of the Company;

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

Voting Results:

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
Public- Institutional holders	2,55,85,149	90,20,500	35.26	88,90,000	1,30,500	98.55	1.45
Public-Others	3,01,16,021	15,71,752	5.22	15,69,140	2,612	99.83	0.17
Total	12,42,72,838	7,91,63,920	63.70	7,90,30,808	1,33,112	99.83	0.17

Since the votes casted in favour of the above resolution were 99.83% and votes casted against the above resolution were 0.17% of the total valid votes casted, the Chairman declared the aforesaid Resolution passed as Special Resolution with the requisite majority.

CERTIFIED TRUE COPY
For TILAKNAGAR INDUSTRIES LTD.

COMPANY SECRETARY

CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

ITEM NO. 5:

Granting approval to the Board of Directors for making payment of Commission to the Non-Executive Directors (including Independent Directors) of the Company pursuant to the provisions of Section 197 of the Companies Act, 2013

"RESOLVED THAT pursuant to the provisions of Section 197 read with Section 198 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent be and is hereby accorded for payment of remuneration by way of commission to the Non-Executive Directors (including Independent Directors) for a period of five financial years commencing from April 01, 2014, subject to an overall ceiling of 1% (one percent) of the net profits of the Company computed in the manner prescribed in Section 198 of the Companies Act, 2013, in addition to the fee payable to the Directors for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings and such commission shall be distributed amongst them, or some or any of them, in such proportion or in such manner as may be decided by the Board of Directors and/or Committee thereof from time to time;

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

Voting Results:

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
Public- Institutional holders	2,35,85,149	1,30,509	0.51	1,30,509	0	100.00	0
Public-Others	3,01,16,021	15,70,657	5.22	15,51,857	18,800	98.80	1.20
Total	12,42,72,838	7,02,72,825	56.55	7,02,54,025	18,800	99.97	0.03

Since the votes casted in favour of the above resolution were 99.97% and votes casted against the above resolution were 0.03% of the total valid votes casted, the Chairman declared the aforesaid Resolution passed as Special Resolution with the requisite majority.

The Meeting then concluded with a vote of thanks to the Chair.

Place: Mumbai

Date of Entry: August 01, 2014



CHAIRMAN

01/08/2014

CERTIFIED TRUE COPY
For TILAKNAGAR INDUSTRIES LTD.


COMPANY SECRETARY

CHAIRMAN'S INITIALS