



ONLINE FILING

Ref: TI/NSE/COMP/18-19/34

August 29, 2018

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.: 022 26598235/36
Fax No.: 022 26598120/237/238

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

Dear Sir/Madam,

This is to inform you that the 83rd Annual General Meeting of the Members of the Company is scheduled to be held on Saturday, September 22, 2018 at 10.30 a.m. at its Registered Office i.e. P.O. Tilaknagar, Tal. Shrirampur, Dist. Ahmednagar, Maharashtra - 413720. Pursuant to Regulation 30 of the Listing Regulations, we are enclosing herewith the Notice dated August 13, 2018, being sent to the Members of the Company, setting out the business to be transacted at the said Meeting.

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 83rd 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	Monday, August 13, 2018
5	Date of Appointment of Scrutinizer	Monday, August 13, 2018
6	Name of Scrutinizer	Mr. Pradyumansinh Vala, Practising Company Secretary
7	Cut-off date for E-voting entitlement	Saturday, September 15, 2018
8	E-voting Start Date & Time	Wednesday, September 19, 2018 (from 10.00 a.m.)
9	E-voting End Date & Time	Friday, September 21, 2018 (at 05.00 p.m.)
10	No. of Resolutions	5
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

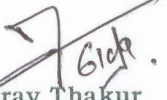


Kindly acknowledge the receipt and take the same on your record.

Thanking you,

Yours faithfully,

For Tilaknagar Industries Ltd.


Gaurav Thakur
Company Secretary



Encl: a/a

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

NOTICE

NOTICE is hereby given that the **83rd Annual General Meeting(AGM)** of the Members of Tilaknagar Industries Ltd. will be held on **Saturday, September 22, 2018 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

1. **To receive, consider and adopt the audited financial statements (standalone and consolidated) of the Company for the financial year ended March 31, 2018, Auditors' Report thereon and the Directors' Report.**
2. **To appoint a Director in place of Mrs. Shivani Amit Dahanukar (DIN:00305503), who retires by rotation and being eligible, offers herself for re-appointment.**

SPECIAL BUSINESS

3. **Re-appointment of Dr. Ravindra Bapat (DIN: 00353476) as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Ravindra Bapat (DIN: 00353476), Independent Director of the Company, whose term is expiring on March 31, 2019 and who has submitted a declaration that he meets the criteria of Independence specified under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5(Five) consecutive years commencing from April 01, 2019 and expiring on March 31, 2024."

4. **Re-appointment of Mr. Chanderbhan Verhomal Bijlani (DIN: 02039345) as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Chanderbhan Verhomal Bijlani (DIN: 02039345), Independent Director of the Company, whose term is expiring on March 31, 2019 and who has submitted a declaration that he meets the criteria of Independence specified under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5(Five) consecutive years commencing from April 01, 2019 and expiring on March 31, 2024."

5. **Approval of the remuneration payable to the Cost Auditor for the financial year 2018-19**

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, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) 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(s) thereof, for the time being in force) be paid a remuneration of ₹ 1,50,000/- (Rupees One Lac Fifty Thousand Only) plus tax as applicable and re-imbursement of out of pocket expenses as may be incurred by the Cost Auditor for conducting the Cost Audit for the financial year 2018-19;

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."

By Order of the Board

Place: Mumbai

Date : August 13, 2018

Gaurav Thakur

Company Secretary

Registered Office:

P.O. Tilaknagar, Tal. Shrirampur,

Dist. Ahmednagar, Maharashtra-413 720

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 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 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 read with Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India with respect to the Directors seeking 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 2017-18 and Notice of the 83rd 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 by submitting the form annexed to this Notice.
9. Pursuant to Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in single name are entitled to nominate a person to whom their shares in the Company shall vest in the event of their demise by sending a nomination in the prescribed Form No. SH-13 duly filled in to Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agents of the Company. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

10. Members holding shares in physical form are requested to approach Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agents of the Company at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri – (East), Mumbai – 400 059, Tel: (022) 6263 8200, Fax: (022) 62638299, E-mail: investor@bigshareonline.com, Website: www.bigshareonline.com for:
 - (a) intimating any change in their address and/or bank mandate;
 - (b) submitting requests for 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.
11. Members holding shares in electronic form are hereby informed that the Company or its Registrar can not act on any request received directly from them for any change of address and/or bank mandate or change in e-mail address. Such changes are to be intimated only to the Depository Participants of the Members.
12. 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.
13. 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.
14. Members may kindly take note that in accordance with the provisions of Section 124(5) of the Companies Act, 2013, dividend lying unclaimed in the unpaid dividend account for a period of 7 (seven) years is required to be transferred by the Company to the IEPF. Accordingly, an amount of ₹ 514,473 being dividend for the financial year 2009-10 lying unclaimed for a period of 7 years was transferred by the Company during the financial year 2017-18 to the Investor Education & Protection Fund ("IEPF").

Members may also kindly take note that pursuant to Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), the Company is, also, required to transfer all shares in respect of which dividend has not been claimed for 7 (seven) consecutive years or more to the IEPF Authority. Accordingly, 100,687 (One Lac Six Hundred and Eighty Seven) shares relating to financial year 2009-10 have been transferred by the Company during the financial year 2017-18 to the IEPF Authority.

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

Details of the unclaimed dividend lying with the Company as on September 25, 2017 (date of last Annual General Meeting) and shares/unclaimed dividend (for the financial year 2010-11) proposed to be transferred to IEPF as required under the provisions of the IEPF Rules have also been uploaded on the website of the Company, accessible at the weblink: <http://www.tilind.com/investors/#unclaimedmaturedrefundbonus>.

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

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

15. 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.

16. The Annual Report for the financial year 2017-18 and Notice of the 83rd 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.

17. 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 83rd 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.

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

Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date i.e. Saturday, September 15, 2018.

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

- i. The voting period begins on Wednesday, September 19, 2018 at 10:00 a.m. and ends on Friday, September 21, 2018 at 05:00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, September 15, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The Members should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders/Members
- iv. 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.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. 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.

- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - 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 (refer serial no. printed on the name and address Sticker/Mail) 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 serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. If both the details are not recorded with the depository of the Company please enter the Member ID/Folio Number in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for "Tilaknagar Industries Ltd." on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. **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. Apple 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.**
- xix. **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 mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.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 e-voting process.
- xxi. **In case of Members receiving the physical copy:**
- Please follow all steps from Sl. No. (i) to Sl. No. (xix) above to cast vote.
 - The voting period begins on Wednesday, September 19, 2018 at 10:00 a.m. and ends on Friday, September 21, 2018 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 Saturday, September 15, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - 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.
19. 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. Saturday, September 15, 2018, may obtain login ID and password by sending a request at helpdesk.evoting@cdslindia.com.
20. The Board of Directors has appointed Mr. Pradyumansinh Vala, Practising Company Secretary as Scrutinizer to scrutinize the voting process (including remote e-voting) in a fair and transparent manner in its Meeting held on August 13, 2018. He has communicated his willingness to be so appointed and will be available for the purpose of ascertaining the requisite majority.
21. 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 48 hours from 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. The Resolutions will be deemed to be passed on the date of the Meeting subject to receipt of requisite number of votes in favour of the Resolutions.
22. 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.
23. Route map of the venue of the Meeting is appended to this Notice.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1)
OF THE COMPANIES ACT, 2013:**

Item No. 3

Dr. Ravindra Bapat(DIN: 00353476) was appointed as an Independent Director of the Company to hold office for a term of 5(Five) consecutive years commencing from April 01, 2014 and expiring on March 31, 2019, vide resolution passed by the Members of the Company at the 79th Annual General Meeting held on September 27, 2014.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to 5(Five) consecutive years on the Board of Directors and shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Directors' Report.

Accordingly, it is proposed to seek approval of the Members by way of Special Resolution for re-appointment of Dr. Ravindra Bapat, who has given his consent pursuant to Section 160 of the Companies Act, 2013, as an Independent Director of the Company, not liable to retire by rotation for a second term of 5(Five) consecutive years commencing from April 01, 2019 and expiring on March 31, 2024.

The Company has received a declaration from Dr. Ravindra Bapat confirming that he meets the criteria of independence as specified under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 alongwith consent to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Copy of the draft letter of appointment of Dr. Ravindra Bapat setting out the terms and conditions of re-appointment is available for inspection by the Members of the Company, 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 has also been uploaded on the Company's Website i.e. www.tilind.com.

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India with respect to re-appointment of Dr. Ravindra Bapat is annexed to this Notice.

In the opinion of the Board of Directors, Dr. Ravindra Bapat fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his re-appointment as an Independent Director of the Company and is independent of the Management.

After taking into consideration, the recommendation made by the Nomination and Remuneration Committee alongwith skills, experience, knowledge and performance evaluation report of Dr. Ravindra Bapat, the Board of Directors recommends the Special Resolution set out at Item No. 3 for the approval of the Members.

Except Dr. Ravindra Bapat, being the proposed appointee, 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. 3.

Item No. 4

Mr. Chanderbhan Verhomal Bijlani (DIN: 02039345) was appointed as an Independent Director of the Company to hold office for a term of 5(Five) consecutive years commencing from April 01, 2014 and expiring on March 31, 2019, vide resolution passed by the Members of the Company at the 79th Annual General Meeting held on September 27, 2014.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to 5(Five) consecutive years on the Board of Directors and shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Directors' Report.

Accordingly, it is proposed to seek approval of the Members by way of Special Resolution for re-appointment of Mr. Chanderbhan Verhomal Bijlani, who has given his consent pursuant to Section 160 of the Companies Act, 2013, as an Independent Director of the Company, not liable to retire by rotation for a second term of 5(Five) consecutive years commencing from April 01, 2019 and expiring on March 31, 2024.

The Company has received a declaration from Mr. Chanderbhan Verhomal Bijlani confirming that he meets the criteria of independence as specified under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 alongwith consent to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Copy of the draft letter of appointment of Mr. Chanderbhan Verhomal Bijlani setting out the terms and conditions of re-appointment is available for inspection by the Members of the Company, 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 has also been uploaded on the Company's Website i.e. www.tilind.com.

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India with respect to re-appointment of Mr. Chanderbhan Verhomal Bijlani is annexed to this Notice.

In the opinion of the Board of Directors, Mr. Chanderbhan Verhomal Bijlani fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his re-appointment as an Independent Director of the Company and is independent of the Management.

After taking into consideration, the recommendation made by the Nomination and Remuneration Committee alongwith skills, experience, knowledge and performance evaluation report of Mr. Chanderbhan Verhomal Bijlani, the Board of Directors recommends the Special Resolution set out at Item No. 4 for the approval of the Members.

Except Mr. Chanderbhan Verhomal Bijlani, being the proposed appointee, 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

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 has 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 ₹ 1,50,000/- (Rupees One Lac Fifty Thousand Only) plus 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 2018-19.

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 2018-19.

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 is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

By Order of the Board

Place: Mumbai
Date : August 13, 2018

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 read with Secretarial Standard on General Meetings with respect to the Directors seeking re-appointment in the 83rd Annual General Meeting

Name of the Director	Mrs. Shivani Amit Dahanukar	Dr. Ravindra Bapat	Mr. Chanderbhan Verhomal Bijlani
Director Identification Number	00305503	00353476	02039345
Date of Birth	June 28, 1977	June 02, 1942	June 25, 1940
Qualification	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.	M.S., M.B.A, F.I.S.C.	Mr. Chanderbhan Verhomal Bijlani is post graduate in Economics from Rajasthan University and C.A.I.I.B.
Date of First Appointment on the Board	September 28, 2006	September 28, 2006	July 02, 2009
Experience (including expertise in specific functional area)	Mrs. Shivani Amit Dahanukar oversees TI's daily operations and spearheads the welfare activities of the Group in the fields of nutrition, primary education and healthcare.	Dr. Ravindra Bapat is an Emeritus Professor, Department of Surgical Gastroenterology at Seth G. S. Medical College and K.E.M Hospital, Parel, Mumbai.	Mr. Chanderbhan Verhomal Bijlani started his career as a Lecturer in Economics before joining banking industry. He possesses over five-decades of experience in banking and finance (project finance, capital structuring, merchant banking, investment banking, forex, mergers and acquisitions, industrial rehabilitation, joint ventures, external commercial borrowings, among others). He has held senior positions both with State Bank of India and IndusInd Bank. He was awarded Udyog Gaurav Award in 1992 by All India Organizational Entrepreneurial Confederation for his contribution to the financial sector.
Terms and Conditions of Appointment/re-appointment	Mrs. Shivani Amit Dahanukar is proposed to be re-appointed as Non-Executive Director of the Company, liable to retire by rotation, at the ensuing 83 rd Annual General Meeting.	Dr. Ravindra Bapat is proposed to be re-appointed as Independent Director of the Company, not liable to retire by rotation, at the ensuing 83 rd Annual General Meeting on the terms & conditions as contained in the draft letter of appointment uploaded on the website of the Company i.e. www.tilind.com.	Mr. Chanderbhan Verhomal Bijlani is proposed to be re-appointed as Independent Director of the Company, not liable to retire by rotation, at the ensuing 83 rd Annual General Meeting on the terms & conditions as contained in the draft letter of appointment uploaded on the website of the Company i.e. www.tilind.com.
Remuneration last drawn (including sitting fees, if any)	Only Sitting Fees of ₹ 20,000/- was paid to Mrs. Shivani Amit Dahanukar during the financial year 2017-18 by the Company.	Only Sitting Fees of ₹ 85,000/- was paid to Dr. Ravindra Bapat during the financial year 2017-18 by the Company.	Only Sitting Fees of ₹ 50,000/- was paid to Mr. Chanderbhan Verhomal Bijlani during the financial year 2017-18 by the Company.

Remuneration proposed to be paid	In addition to the Sitting Fees, Mrs. Shivani Amit Dahanukar shall be entitled to remuneration by way of commission that may be determined by the Board based on the performance of the Company and her performance evaluation report.	In addition to the Sitting Fees, Dr. Ravindra Bapat shall be entitled to remuneration by way of commission that may be determined by the Board based on the performance of the Company and his performance evaluation report.	In addition to the Sitting Fees, Mr. Chanderbhan Verhomal Bijlani shall be entitled to remuneration by way of commission that may be determined by the Board based on the performance of the Company and his performance evaluation report.
Shareholding in the Company (Equity)	32,976,043	32,250	20,000
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 and is not related to any other Key Managerial Personnel.	Dr. Ravindra Bapat is not related to any other Director or Key Managerial Personnel of the Company.	Mr. Chanderbhan Verhomal Bijlani is not related to any other Director or Key Managerial Personnel of the Company.
Number of Meetings of the Board attended during the financial year 2017-18	3 (Three)	5 (Five)	3 (Three)
Other listed companies in which he / she holds Directorship	Nil	Nil	Nil
Other public companies in which he/she holds Directorship	1. Prag Distillery (P) Ltd.* 2. Vahni Distilleries Private Limited* 3. Kesarval Springs Distillers Pvt. Ltd.* 4. PunjabExpo Breweries Private Limited* 5. Shivprabha Sugars Ltd.* 6. Srirampur Grains Private Limited* 7. Studd Projects P. Ltd.* 8. Mykingdom Ventures Pvt. Ltd.*	1. Prag Distillery (P) Ltd.* 2. Vahni Distilleries Private Limited*	1. Prag Distillery (P) Ltd.* 2. Vahni Distilleries Private Limited*
Chairman/Member of Committee(s) of Board of Directors of the Company	1. CSR Committee(Chairperson) 2. Compensation Committee(Member) 3. Share Transfer Committee(Member)	1. Compensation Committee(Chairman) 2. Stakeholders Relationship Committee(Member) 3. Audit Committee(Member) 4. Nomination and Remuneration Committee(Member) 5. CSR Committee(Member)	1. Stakeholders Relationship Committee(Chairman) 2. Audit Committee(Chairman) 3. Nomination and Remuneration Committee(Chairman) 4. Share Transfer Committee(Member) 5. CSR Committee(Member) 6. Risk Management Committee(Member)
Chairman/Member of the Committee(s) of Board of Directors of other listed companies in which he/she is a Director	Nil	Nil	Nil

*Subsidiaries of Tilaknagar Industries Ltd.

FOR THE IMMEDIATE ATTENTION OF THE MEMBERS

TRANSFER OF SECURITIES IN DEMATERIALIZED FORM ONLY W.E.F. DECEMBER 05, 2018 (1ST REMINDER)

Dear Member(s),

Kindly take note that with effect from December 05, 2018, no request for effecting transfer of securities (except requests for transmission or transposition of securities) shall be processed by the Listed Companies or their Registrars and Transfer Agents unless the securities are held in dematerialized form with a depository in accordance with amendments in Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 published in the Gazette vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018.

With effect from December 05, 2018, Members whose shares are in physical form will be able to transfer the said shares only after dematerializing the same as per the procedure given herein below:

- i. Members have to first open a Demat Account with any Depository Participant (DP) of their choice. After opening the Demat Account, they may obtain a Demat Request Form (DRF) from their DP. Duly completed and signed DRF together with the Share Certificate(s) held by them should be submitted to their DP along with the following KYC documents:
 - Self-attested copy of pan card;
 - Signature verification letter from bank; and
 - Self-attested copy of address proof viz. electricity/telephone/utility bill (any one not older than 3 months)/Aadhaar Card/Voting ID.
- ii. The DP, upon receipt of the Share Certificate(s) and DRF, will issue an acknowledgement and send an electronic request to the Company/Registrar and Transfer Agent (RTA) of the Company through the Depository for confirmation of the dematerialization request.
- iii. Upon confirmation of the dematerialization request by the Company/Registrar and Transfer Agent of the Company, the number of shares mentioned in the Share Certificate(s) shall be credited to their Demat Account.

Kindly take note that the depository system not only reduces risks involved in holding physical certificates viz. loss, theft, mutilation, forgery, etc. but also ensures speedy transfer and settlement and provides more liquidity and acceptability of the securities. Further, no stamp duty is payable on transfer of securities in dematerialized form. **In view of the above, Members are requested to kindly dematerialize the shares of the Company held by them in physical form before December 05, 2018.**

MANDATORY UPDATE OF PAN AND BANK DETAILS (IIND REMINDER)

Dear Member(s),

Pursuant to SEBI circular bearing reference no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, Members whose ledger folios do not have complete details with respect to PAN and Bank particulars are mandatorily required to furnish these details to the Issuer Company/ Registrar and Transfer Agent for updating the same in the folio.

Members who have not yet updated their folio with the PAN/ complete Bank details, even after receipt of the letter in this regard sent by Bigshare Services Pvt. Ltd., the Registrar & Transfer Agent of the Company on July 04, 2018, are requested to do the same by submitting the following documents within 21 days of receipt of this intimation:

- Attached form duly filled in and signed by all the Members
- Self-attested copy of Pan Card of all the Members*
- Original cancelled personalized cheque leaf (In absence of personalized cheque, copy of first page of bank passbook/bank statement attested by the bank showing name of account holder)
- Self-attested copy of address proof viz. electricity/telephone/utility bill (any one not older than 3 months)/Aadhaar Card/Voting ID

Note:

*Residents of Sikkim can submit any other valid identity proof issued by the Government in place of PAN Card.

In case of any query or assistance required in this regard, Members may approach the Company/Registrar & Transfer Agent at the address given herein below:

Tilaknagar Industries Ltd.

3rd Floor, Industrial Assurance Building,
Churchgate, Mumbai, Maharashtra – 400 020
+ 91-22-2283 1716/18; investor@tilind.com

Bigshare Services Pvt. Ltd. (Registrar & Transfer Agent)

1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road, Marol, Andheri East,
Mumbai, Maharashtra – 400 059
+ 91-22-6263 8200; investor@bigshareonline.com

FORM FOR FURNISHING PAN AND BANK DETAILS

Date :

To,
Bigshare Services Pvt. Ltd.,
Unit: Tilaknagar Industries Ltd.
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,
Makwana Road, Marol, Andheri East,
Mumbai, Maharashtra – 400 059

Sub : Pan and Bank Details

Dear Sir/Madam,

I/we hereby furnish our PAN and Bank mandate details for updating your records. I/we are enclosing herewith:

- 1) Self-attested copies of PAN cards of all the Members;
- 2) Original cancelled personalized cheque leaf (In absence of personalized cheque, copy of first page of bank passbook/bank statement attested by the bank showing name of account holder); and
- 3) Self-attested copy of address proof viz. electricity/telephone/utility bill (any one not older than 3 months)/Aadhaar Card/Voting ID

Folio No.	
Mobile No.	
E-Mail id	

Bank Account Details : (for electronic credit of dividends)										
Name of the Bank										
Name of the Branch										
Account Number (as appearing in your cheque book)										
Account Type (Please tick as applicable)					Saving		Current		Cash Credit	
9 Digit MICR Number (as appearing on the MICR cheque issued by the bank) Please enclose a photocopy of a cheque for verification										
11 Digit IFSC Code										

	Name	PAN	Signature
First Holder :			
Joint Holder 1 :			
Joint Holder 2 :			

Date:

Place:

NB: The above details will not be updated if the supporting documents are not attached and not duly signed by all the Members.



TILAKNAGAR INDUSTRIES LTD.

CIN: L15420PN1933PLC133303

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

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

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 83rd Annual General Meeting of Tilaknagar Industries Ltd. on Saturday, September 22, 2018 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



TILAKNAGAR INDUSTRIES LTD.

CIN: L15420PN1933PLC133303

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

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

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]

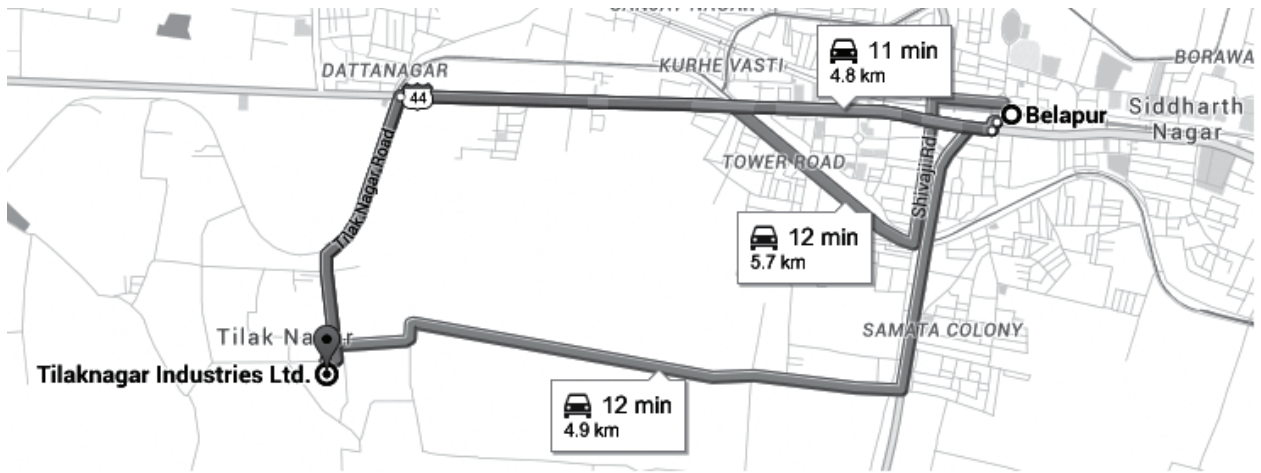
Name of the Member(s)																
Registered Address																
E-mail ID																
Folio No./Client ID																
DP ID																

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 : _____,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 83rd Annual General Meeting of the Company, to be held on Saturday, September 22, 2018 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:

Route Map to the AGM Venue



Source: Google Map

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

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 (standalone and consolidated) of the Company for the financial year ended March 31, 2018, Auditors’ Report thereon and the Directors’ Report			
2	Appointment of a Director in place of Mrs. Shivani Amit Dahanukar (DIN:00305503), who retires by rotation and being eligible, offers herself for re-appointment			
SPECIAL BUSINESS				
3	Re-appointment of Dr. Ravindra Bapat (DIN: 00353476) as an Independent Director of the Company			
4	Re-appointment of Mr. Chanderbhan Verhomal Bijlani (DIN: 02039345) as an Independent Director of the Company			
5	Approval of the remuneration payable to the Cost Auditor for the financial year 2018-19			

Signed this _____ day of _____ 2018

**Affix a
Re.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. Shirampur, 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 'v' 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.