



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

Notice

NOTICE is hereby given that the **84th Annual General Meeting(AGM)** of the Members of Tilaknagar Industries Ltd. will be held on **Wednesday, September 11, 2019 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, 2019, Auditors' Report thereon and the Directors' Report.**
- 2. To appoint a Director in place of Mr. Amit Dahanukar (DIN: 00305636), who retires by rotation and being eligible, offers himself for re-appointment.**
- 3. To appoint M/s. Harshil Shah & Company, Chartered Accountants (ICAI Firm Registration No. 141179W) as the Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of the existing Statutory Auditors i.e. M/s. M. M. Parikh & Co., Chartered Accountants (ICAI Firm Registration No. 107557W) and to fix their remuneration** and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**
"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), M/s. Harshil Shah & Company, Chartered Accountants (ICAI Firm Registration No. 141179W) be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of the existing Statutory Auditors i.e. M/s. M. M. Parikh & Co., Chartered Accountants (ICAI Firm Registration No. 107557W) to hold office from the conclusion of the 84th Annual General Meeting until the conclusion of the 89th Annual General Meeting at a remuneration of ₹ 11,00,000/- (Rupees Eleven Lacs Only) per annum plus tax as applicable and re-imbursalment of out of pocket expenses as may

be incurred by them for conducting the Statutory Audit."

SPECIAL BUSINESS

- 4. Appointment of Maj Gen Dilawar Singh(Retd.) (DIN:08216047) as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification or re-enactment thereof, for the time being in force), Maj Gen Dilawar Singh(Retd.)(DIN: 08216047), who was appointed as an Additional Director (Non-Executive and Independent) of the Company by the Board of Directors with effect from October 31, 2018 in terms of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of the 84th Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of 5(Five) consecutive years commencing from October 31, 2018 and expiring on October 30, 2023 (both days inclusive), not liable to retire by rotation."

- 5. Appointment of Mr. Satish Chand Mathur(DIN: 03641285) as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the

Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations")(including any statutory modification or re-enactment thereof, for the time being in force), Mr. Satish Chand Mathur (DIN: 03641285), who was appointed as an Additional Director (Non-Executive and Independent) of the Company by the Board of Directors with effect from October 31, 2018 in terms of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of the 84th Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of 5(Five) consecutive years commencing from October 31, 2018 and expiring on October 30, 2023 (both days inclusive), not liable to retire by rotation."

6. Approval of the remuneration payable to the Cost Auditor for the financial year 2019-20

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

Place : Mumbai
Date: August 09, 2019

Registered Office:

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

"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 or re-enactment thereof, for the time being in force), CMA Dr. Netra Shashikant Apte having Membership No. 11865 and Firm Registration No. 102229 appointed as Cost Auditor, by the Board of Directors based on the recommendation of the Audit Committee, for conducting the audit of cost accounting records maintained by the Company relating to manufacturing of the products covered under the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) be paid a remuneration of ₹ 1,50,000/- (Rupees One Lac Fifty Thousand Only) plus tax as applicable and re-imbusement of out of pocket expenses as may be incurred by the Cost Auditor for conducting the Cost Audit for the financial year 2019-20;

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

Gaurav Thakur
Company Secretary

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 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 appointment/re-appointment at the ensuing Annual General Meeting is annexed to this Notice.

6. The Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts or Arrangements in which Directors are interested and the Certificate given by the Statutory Auditors with respect to implementation of the ESOP Schemes of the Company will be available for inspection at the Meeting.
7. All the documents referred to in the Notice and Explanatory Statement annexed thereto including the Annual Report for the financial year 2018-19 and Notice of the 84th Annual General Meeting are open for inspection by the Members, without any fees, at the Registered Office and Corporate Office of the Company between 11.00 a.m. and 01.00 p.m. on all working days except Saturday up to the date of the Meeting and the same shall also be made available for inspection by Members at the Meeting.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to furnish their PAN to Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agents of the Company.
9. SEBI has mandated the transfer of securities of listed entities to be carried out only in dematerialized form (except in case of transmission or transposition of securities) effective from April 01, 2019. Accordingly, requests for physical transfer of securities of the Company shall not be processed from April 01, 2019. In view of such amendment and in order to eliminate the risks associated with physical holding of shares, Members who are holding shares in physical form are hereby requested to dematerialize their holdings.
10. 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.

11. 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 transmission, name deletion, issue of duplicate share certificates, name change, split, consolidation, etc.;
 - (c) nominating any person to whom the shares shall vest in the event of death;
 - (d) updating/registering their e-mail address for correspondence; and
 - (e) any other queries with respect to shares held by them.
12. 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.
13. 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.
14. 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.

15. 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 Investor Education & Protection Fund ("IEPF"). Accordingly, an amount of ₹ 5,66,396 (Five Lac Sixty Six Thousand Three Hundred and Ninety Six) being dividend for the financial year 2010-11 lying unclaimed for a period of 7 years was transferred by the Company during the financial year 2018-19 to the 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, 2,96,296 (Two Lac Ninety Six Thousand Two Hundred and Ninety Six) shares relating to financial year 2010-11 have been transferred by the Company during the financial year 2018-19 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 22, 2018 (date of last Annual General Meeting) and shares/unclaimed dividend (for the financial year 2011-12) 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 weblink: <http://www.tilind.com/investors/#shareholder-services>.

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

Financial Year	Dividend per Share (₹)	Date of Dividend Declaration	Last Date for claiming Dividend
2011 - 12	0.80	September 21, 2012	October 27, 2019
2012 - 13	0.80	September 11, 2013	October 17, 2020
2013 - 14	0.80	September 27, 2014	November 02, 2021

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

16. 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.

17. The Annual Report for the financial year 2018-19 and Notice of the 84th 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.

18. 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 84th 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. Wednesday, September 04, 2019.

19. Information and other instructions relating to remote e-voting are as under:
- The voting period begins on Sunday, September 08, 2019 at 10.00 a.m. and ends on Tuesday, September 10, 2019 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 Wednesday, September 04, 2019 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.
 - 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (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)	<p>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.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or 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. (ii) to Sl. No. (xx) above to cast vote.
 - The voting period begins on Sunday, September 08, 2019 at 10.00 a.m. and ends on Tuesday, September 10, 2019 at 05.00 p.m. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, September 04, 2019 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.
20. Any person who is not a Member as on the cut-off date should treat this Notice for information purpose only. Also, any person who acquires shares and becomes the Member of the Company after the dispatch of Annual Report and Notice of the Meeting and holding shares on the cut-off date i.e. Wednesday, September 04, 2019, may obtain login ID and password by sending a request at helpdesk.evoting@cdslindia.com.
 21. The Board of Directors has appointed Advocate R.T. RajGuroo as Scrutinizer to scrutinize the voting process (including remote e-voting) in a fair and transparent manner in its Meeting held on August

09, 2019. He has communicated his willingness to be so appointed and will be available for the purpose of ascertaining the requisite majority.

22. 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 provide, 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.

23. 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.
24. 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

M/s. M. M. Parikh & Co., Chartered Accountants (Firm Registration No. 107557W), who were appointed as the Statutory Auditors of the Company for a period of five years from the conclusion of the 82nd AGM till the conclusion of the 87th AGM of the Company, have expressed their desire to discontinue from the position of the Statutory Auditors of the Company from the conclusion of the 84th AGM of the Company due to ongoing health issues of Mr. Kishor M. Parikh, partner of the firm on account of his age resulting in a casual vacancy in terms of Section 139(8) of the Companies Act, 2013.

In accordance with the provisions of Section 139 read with the Companies (Audit and Auditors) Rules, 2014, it is proposed to appoint M/s. Harshil Shah & Company, Chartered Accountants (ICAI Firm Registration No. 141179W) as Statutory Auditors of the Company at the ensuing 84th AGM to fill the casual vacancy caused due to resignation of M/s. M. M. Parikh & Co., Chartered Accountants (Firm Registration No. 107557W) for a term of 5 years as referred in the resolution.

M/s. Harshil Shah & Company, Chartered Accountants is a well-reputed Chartered Accountants firm established in 2015 by Mr. Harshil Shah, who is a Fellow Chartered Accountant serving companies across various sectors such as banking and finance, steel, retail, infrastructure, power, information technology, media & entertainment,

FMCG and jewellery sector. The firm is having experience of dealing in Direct Tax, Indirect Tax, Statutory Audit, Internal Audit, Assessments, Appeals etc.

M/s. Harshil Shah & Company, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the proviso to Sections 139(1), 141(2) and 141(3) of the Companies Act, 2013 read with the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Audit Committee and the Board of Directors considered various parameters like capability to serve the complex business structure covering tie-up and leased units, audit experience, market standing of the firm, clientele served, technical knowledge etc. and found M/s. Harshil Shah & Company, Chartered Accountants to be best suited to handle the scale, diversity and complexity associated with the Audit of the financial statements of the Company and have considered and recommended the appointment of M/s. Harshil Shah & Company, Chartered Accountants, as Statutory Auditors of the Company as referred in the resolution at a remuneration of ₹ 11,00,000/- (Rupees Eleven Lacs Only) per annum plus tax as applicable and re-imbursment of out of pocket expenses as may be incurred by them for conducting the

Statutory Audit. The remuneration proposed to be paid to them is same as being paid to the existing Statutory Auditors.

The Board recommends the Ordinary Resolution set out at Item No. 3 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. 3.

Above explanatory statement is given for understanding and information purpose although same is not required as per the provisions of Section 102 of the Companies Act, 2013.

Item No. 4

The Board had, on the recommendation of the Nomination and Remuneration Committee, appointed Maj Gen Dilawar Singh(Retd.)(DIN: 08216047) as an Additional Director (Non-Executive and Independent) of the Company with effect from October 31, 2018. Pursuant to the provisions of Section 161 of the Companies Act, 2013, he is holding office up to the date of the 84th Annual General Meeting.

The Company has received a notice in writing from a Member of the Company proposing his candidature for the office of the Director of the Company under Section 160 of the Companies Act, 2013 alongwith a declaration from Maj Gen Dilawar Singh(Retd.) confirming that he meets the criteria of independence as specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and confirming that he is not aware of any circumstances or situations, which exist or may be reasonably anticipated, that can impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence, 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.

In terms of the provisions of Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015("Listing Regulations"), it is proposed to appoint him as an Independent Director of the Company to hold office for a period of 5(Five) consecutive years commencing from October 31, 2018 and expiring on October 30, 2023(both days inclusive), not liable to retire by rotation.

Copy of the draft letter of appointment of Maj Gen Dilawar Singh(Retd.) setting out the terms and conditions of 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 appointment of Maj Gen Dilawar Singh(Retd.) is annexed to this Notice.

In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

After taking into consideration, the recommendation made by the Nomination and Remuneration Committee alongwith skills, experience, knowledge and performance evaluation report of Maj Gen Dilawar Singh(Retd.), the Board of Directors recommends the Ordinary Resolution set out at Item No. 4 for the approval of the Members.

Except Maj Gen Dilawar Singh(Retd.), 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

The Board had, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Satish Chand Mathur(DIN: 03641285) as an Additional Director (Non-Executive and Independent) of the Company with effect from October 31, 2018. Pursuant to the provisions of Section 161 of the Companies Act, 2013, he is holding office up to the date of the 84th Annual General Meeting.

The Company has received a notice in writing from a Member of the Company proposing his candidature for the office of the Director of the Company under Section 160 of the Companies Act, 2013 alongwith a declaration from Mr. Satish Chand Mathur confirming that he meets the criteria of independence as specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and confirming that he is not aware of any circumstances or situations, which exist or may be reasonably anticipated,

that can impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence, 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.

In terms of the provisions of Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015("Listing Regulations"), it is proposed to appoint him as an Independent Director of the Company to hold office for a period of 5(Five) consecutive years commencing from October 31, 2018 and expiring on October 30, 2023(both days inclusive), not liable to retire by rotation.

Copy of the draft letter of appointment of Mr. Satish Chand Mathur setting out the terms and conditions of 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 appointment of Mr. Satish Chand Mathur is annexed to this Notice.

In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

After taking into consideration, the recommendation made by the Nomination and Remuneration Committee

alongwith skills, experience, knowledge and performance evaluation report of Mr. Satish Chand Mathur, the Board of Directors recommends the Ordinary Resolution set out at Item No. 5 for the approval of the Members.

Except Mr. Satish Chand Mathur, 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. 5.

Item No. 6

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-imbusement of out of pocket expenses as may be incurred by the Cost Auditor for conducting the Cost Audit for the financial year 2019-20.

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 2019-20.

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

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

By Order of the Board

Gaurav Thakur

Company Secretary

Place : Mumbai

Date: August 09, 2019

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 appointment/re-appointment in the 84th Annual General Meeting

Name of the Director	Mr. Amit Dahanukar	Maj Gen Dilawar Singh(Retd.)
Director Identification Number	00305636	08216047
Date of Birth	November 06, 1976	October 06, 1956
Qualification	B.E. (ELEC.), M.S. (U.S.A.)	Maj Gen Dilawar Singh(Retd.) is triple post graduate and an alumni of Delhi University, Chennai University, Devi Ahilya University, Osmania University and IIM Indore.
Date of First Appointment on the Board	June 07, 2000	October 31, 2018
Experience (including expertise in specific functional area)	With an experience of over 18 years in the IMFL industry, Mr. Amit Dahanukar provides strategic direction for Company's future initiatives and is also responsible for its various alliances and collaborations.	Maj Gen Dilawar Singh(Retd.) has a unique distinction of having been the Head of the Largest Youth Organisation of the Government of India (NYKS) and has initiated hundreds of new innovations for youth development and empowerment. He has been involved with Capital Procurement, Planning, Execution and financing of major procurements for the India Army. Presently, he is advising the industry on Defence, Homeland Security, Youth Affairs, Sports and New Technologies and is a part of numerous Sports Organisations across many countries.
Terms and Conditions of Appointment/re-appointment	Mr. Amit Dahanukar is proposed to be re-appointed as Director of the Company, liable to retire by rotation, at the ensuing 84th Annual General Meeting.	Maj Gen Dilawar Singh(Retd.) is proposed to be appointed as Independent Director of the Company, not liable to retire by rotation, at the ensuing 84th 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)	₹ 18,00,000/- per annum (in accordance with the approval granted by Central Government). Mr. Amit Dahanukar is not being paid any sitting fees for attending the Meetings of the Board of Directors/ Committees.	Only sitting fees of ₹ 10,000/- was paid to Maj Gen Dilawar Singh(Retd.) during the financial year 2018-19 by the Company.
Remuneration proposed to be paid	₹ 18,00,000/- per annum as approved by the Central Government.	In addition to the Sitting Fees, Maj Gen Dilawar Singh(Retd.) 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, subject to approval of the Members in this regard.
Shareholding in the Company (Equity)	He holds 29,844,552 shares having face value of ₹ 10/-each in the Company in his personal capacity.	Nil
Disclosure of relationship with other Directors and Key Managerial Personnel	He is husband of Mrs. Shivani Amit Dahanukar, Non-Executive Director of the Company and is not related to any other managerial person or Director of the Company.	Maj Gen Dilawar Singh(Retd.) 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 2018-19	06	01
Other listed companies in which he/she holds Directorship	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.*	Nil
Chairman/Member of Committee(s) of Board of Directors of the Company	1. Stakeholders Relationship Committee(Member) 2. Share Transfer Committee(Member) 3. Risk Management Committee(Chairman)@	Nil
Chairman/Member of the Committee(s) of Board of Directors of other listed companies in which he/she is a Director	Nil	Nil

*Subsidiaries of Tilaknagar Industries Ltd.

#Under liquidation

@ Voluntary constituted

Name of the Director	Mr. Satish Chand Mathur
Director Identification Number	03641285
Date of Birth	June 05, 1958
Qualification	IPS
Date of First Appointment on the Board	October 31, 2018
Experience (including expertise in specific functional area)	Mr. Satish Chand Mathur is a 1981-batch Indian Police Service (IPS) officer. Prior to joining the Company, he was serving as Maharashtra's Director General of Police. He earlier headed the Maharashtra's Anti-corruption Bureau (ACB) as well. He also served as Commissioner of Police, Pune from March 2014 to April 2015. Between October 2002 and October 2012, he served as Director, Air India and was instrumental in restructuring of the airline's finances in respect of the Ground Handling arm and introduction of cost-cutting measures. He also acted as Managing Director of the Maharashtra State Police Housing and Welfare Corporation.
Terms and Conditions of Appointment/re-appointment	Mr. Satish Chand Mathur is proposed to be appointed as Independent Director of the Company, not liable to retire by rotation, at the ensuing 84th 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 ₹ 10,000/- was paid to Mr. Satish Chand Mathur during the financial year 2018-19 by the Company.
Remuneration proposed to be paid	In addition to the Sitting Fees, Mr. Satish Chand Mathur 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, subject to approval of the Members in this regard.
Shareholding in the Company (Equity)	Nil
Disclosure of relationship with other Directors and Key Managerial Personnel	Mr. Satish Chand Mathur 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 2018-19	01
Other listed companies in which he/she holds Directorship	1. Indiabulls Housing Finance Limited
Other public companies in which he/she holds Directorship	1. JM Financial Asset Reconstruction Company Limited 2. Topsgroup Service (India) Limited 3. JM Financial Credit Solutions Limited
Chairman/Member of Committee(s) of Board of Directors of the Company	Nil
Chairman/Member of the Committee(s) of Board of Directors of other listed companies in which he/she is a Director	Audit Committee (Member) - Topsgroup Service (India) Limited