

#### **TIL Limited**

CIN: L74999WB1974PLC041725 Registered Office; 1, Taratolla Road, Garden Reach Kolkata-700 024 : 6633-2000, 6633-2845 Ph : 2469-3731/2143 Fax Website : www.tilindia.in

26th September, 2023

The Manager, Listing Department National Stock Exchange of India Ltd., BSE Ltd., Exchange Plaza, C-1, Block - G, Bandra Kurla Complex, Bandra (E), Mumbai 400 051

The Secretary, Listing Department P.J. Towers, Dalal Street, Fort, Mumbai 400001.

Stock Code: TIL

Scrip Code: 505196

Dear Sir/Madam,

### Sub: Proceedings of 48th Annual General Meeting and E-Voting Results of TIL Limited ('the Company')

Pursuant to Regulation 30 read with Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI LODR), please find enclosed herewith a summary of the proceedings of the 48th Annual General Meeting (AGM) of the Company held on Tuesday, 26th September, 2023 at 10.00 a.m. IST through Video Conferencing.

The details of the voting results (both Remote e-voting and e-voting at the AGM) are enclosed herewith as Annexure A, in the prescribed format, in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The same shall also be uploaded in XBRL format on the BSE Listing portal and NEAPS portal, separately.

The Consolidated Scrutinizer's Report dated 26th September, 2023, pursuant to Regulation 44(3) of the SEBI LODR and pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 and 21(1) of the Companies (Management and Administration) Rules, 2014, with respect to the results of Remote e-voting and e-voting at the AGM are enclosed as Annexure B and Annexure-C respectively.

Please note that all the resolutions set out in the Notice of the AGM dated 26th May, 2023 have been approved by the Members of the Company with requisite majority.

This is for your kind information and records.

Thanking you,

Yours faithfully, For TIL LIMITED

SEKHAR BHATTACHARJEE COMPANY SECRETARY

Encl: As above



### SUMMARY OF THE PROCEEDINGS OF THE 48<sup>TH</sup> ANNUAL GENERAL MEETING OF TIL LIMITED ('THE COMPANY') PURSUANT TO REGULATION 30 READ WITH SCHEDULE III OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED (SEBI LODR)

The 48<sup>th</sup> Annual General Meeting ('AGM') of the Company was convened at 10.00 a.m. on Tuesday, 26<sup>th</sup> September, 2023 through Video Conferencing.

### DIRECTORS IN ATTENDENCE

Mr. Sumit Mazumder	:	Chairman & Managing Director
Mrs. Manju Mazumder	:	Non-Executive Director
Mr. Subir Bhattacharyya	:	Non-Executive Independent Director,
		Chairman of Audit Committee and Stakeholders Relationship
		Committee
Mr. Tulsi Das Banerjee	:	Non-Executive Independent Director,
		Chairman of Nomination & Remuneration Committee
Mr. Shamik Dasgupta	:	Non-Executive Independent Director
Mr. Debasis Bhattacharya	:	Non-Executive Independent Director
		· · · · · · · · · · · · · · · · · · ·

### OTHER REPRESENTATIVES

Mr. Sekhar Bhattacharjee	: Vice President & Company Secretary
Ms. Sarita Surana	: DGM- Finance & Accounts
Mr. G. L. Choudhary	: Statutory Auditor, M/s. Singhi & Co.
Ms. Binita Pandey	: Secretarial Auditor & Scrutinizer, M/s. T. Chatterjee &
	Associates

### QUORUM OF AGM

Category	Promoter and	Public	Total	Shareholding
0,	Promoter Group			
In Person or through proxy	NA	NA	-	NA
Through Video Conferencing	19	66	85	61,27,737
Total	19	66	85	61,27,737

Mr. Sumit Mazumder, Chairman & Managing Director of the Company chaired the proceedings of the Meeting.

The Chairman called the meeting to order on ascertainment of requisite quorum being present.

The Chairman introduced the Directors and Invitees present at the meeting.

With the consent of the Members present at the meeting, the Notice convening the AGM, the Report of Board of Directors and the Accounts (namely, standalone and consolidated) for the financial year ended 31<sup>st</sup> March, 2023 were taken as read. The Auditor's Report was also taken as read.



# **TIL Limited**

Thereafter, the Chairman informed the Shareholders that pursuant to the applicable provisions of the Companies Act, 2013 read with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, 48th AGM of the Company has been held through Video Conferencing and the Company has extended the facility of remote e-voting as well as e-voting at the AGM to all the Shareholders of the Company in respect of the resolutions to be passed at the AGM. The Company had engaged the services of NSDL for providing the e-voting facility to the shareholders. The remote e-voting commenced on Friday, 22<sup>nd</sup> September, 2023 at 9.00 a.m and ended on Monday, 25<sup>th</sup> September, 2023 at 5.00 p.m.

The Chairman then delivered his speech on the performance of the Company, its future prospects etc. vis-à-vis the economy as a whole.

The Chairman informed that Ms. Binita Pandey, Practicing Company Secretary, ACS 41594, Partner of M/s Tarun Chatterjee & Associates, FRN-P2007WB067100, Company Secretaries Firm, was appointed as the Scrutinizer by the Board of Directors for conducting the remote e-voting and e-voting at the AGM in a fair and transparent manner.

The Chairman then invited questions and comments from the Shareholders who registered themselves as speakers in the AGM and satisfactorily replied to all the queries put forth by such Shareholders.

Thereafter, the Chairman informed the Members that the results of remote e-voting and e-voting at the AGM will be declared within two days and the Consolidated Scrutinizer's Report will be displayed on the Notice Board of the Company as well as on the website of the Company.

The meeting concluded at 11.12 a.m.

Post completion of the AGM, the Scrutinizer downloaded the total votes cast through remote e-voting and e-voting at the AGM from the NSDL e-voting system and the votes were counted and consolidated. The Scrutinizer submitted their Report post verification of the votes.

As per the Report submitted by the Scrutinizer considering the results of remote e-voting and e-voting at the AGM, all the resolutions included in the Notice of the AGM dated 26<sup>th</sup> May, 2023 were approved by the Members with requisite majority.

### ANNEXURE-A

### DETAILS OF VOTING RESULTS OF 48TH ANNUAL GENERAL MEETING

Date of AGM	26th September, 2023
Total number of shareholders on record date	7,633
(19th September, 2021 being the cut-off date for determining	
the no. of shareholders)	
No. of shareholders present in the meeting either in	
person or through proxy	
	NOT APPLICABLE
Promoters and Promoters Group:	
Public:	
No. of shareholders attended the meeting through	
Video Conferencing	
Promoters and Promoters Group:	19
Public:	66
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	D. BOAD

with the Reports of the Board of Directors and the Audited Standalone	Reports of the I	a adopt the Audite 30ard of Directors	to receive, consider and adopt the Audited Standalone Financial S with the Reports of the Board of Directors and the Auditors thereon	Financial Statements of the Company for the financial year ended 31st March 2023, together ors thereon	Company for the	e financial yea	ır ended 31st Marcl	h 2023, together
Kesolution Kequired :						Ordinary	ý	
Whether promoter/ promoter group are interested in the agenda/resolution:	ter group are in	terested in the age	nda/resolution:			No		
"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2023 together with the Reports of the Board	Audited Standal	one Financial State	ments of the Compa	ny for the financial yea	r ended on 31st M	larch, 2023 tog	ether with the Repo	orts of the Board
of Directors and the Auditors thereon, be and are hereby received, considered and adopted."	itors thereon, be	and are hereby rec	eived, considered ar	ıd adopted."				
CATEGORY	MODE OF VOTING	NO. OF SHARES HELD (1)	NO. OF VOTES POLLED (2)	% OF VOTES POLLED ON OUTSTANDING	NO. OF VOTES IN FAVOUR	NO. OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES	% OF VOTES AGAINST ON VOTES
				SHARES (3)=[(2)/(1)]*100	(4)	(5)	POLLED (6)=[(4)/(2)]*100	POLLED (7)=[(5)/(2)*100]
Promoter/Promoter	E-voting		5646798	100.00	5646798	0	100	0
duor	Poll	5646798	1	I	T	1	1	1
	Postal Ballot (if		1	I	1	1	1	1
	applicable)							
	Total	5646798	5646798	100.00	5646798	0	100	0
Public -Institution	E-voting		0	0	0	0	0	0
	Poll		1	1	I	I	I	1
	Postal Ballot (if	700760	T	t	Ĩ	I	1	1
	applicable)							
	Total	594552	0	0	0	0	0	0
Public-Non Institution	E-voting		1243984	32.83	1236210	7774	99.38	0.62
	Poll	270001E	1	1	I	I	1	1
	Postal Ballot (if	C1600/C	1	I	1	1	1	t
	applicable)							
	Total	3788915	1243984	32.83	1236210	7774	99.38	0.62
TOTAL		10030265	6890782	68.70	6883008	7774	99.89	0.11
					-	-	-	



Whether promoter/ promoter group are interested in the agenda/resolution:						Ordinary	ry	
	r group are inte	erested in the agend	a/resolution:			No		
"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended on 31 <sup>st</sup> March, 2023 together with the Reports of the Auditors thereon, be and are hereby received, considered and adopted."	dited Consolida received, consi	ated Financial Staterr dered and adopted."	ients of the Compar	ıy for the financial year	∙ended on 31st Ma	rrch, 2023 toget	her with the Reports	s of the Auditors
CATEGORY	MODE OF VOTING	NO. OF SHARES HELD (1)	NO. OF VOTES POLLED (2)	% OF VOTES POLLED ON OUTSTANDING SHARES (3)=[(2)/(1)]*100	NO. OF VOTES IN FAVOUR (4)	NO. OF VOTES AGAINST (5)	% OF VOTES IN FAVOUR ON VOTES POLLED (6)=[(4)/(2)]*100	% OF VOTES AGAINST ON VOTES POLLED (7)=[(5)/(2)*100]
Promoter /Promoter Group	E-voting		5646798	100.00	5646798	C	100	
	Poll	5646798	I	t		2 1	-	
	Postal Ballot (if applicable)		I	k	1	Ţ	T	
	Total	5646798	5646798	100.00	5646798	0	100	
Public -Institution	E-voting	1	0	0	0	0	0	0
	Poll		1	1	1	1	1	1
	Postal Ballot (if applicable)	700460	I	1	1	T	L	1
	Total	594552	0	0	0	0	0	0
Public-Non Institution	E-voting		1243984	32.83	1236210	7774	99.38	0.62
	Poll		1	1	Ľ	1	1	1
	Postal Ballot (if applicable)	3788915	T	1	1	Т	1	1
	Total	3788915	1243984	32.83	1236210	7774	99.38	0.62
TOTAL		10030265	6890782	68.70	6883008	7774	98.99	0.11

Resolution Required :		ion Required :				menibro		1 16-appointment.
·						Отищат	y	
Whether promoter/ promoter group are interested in the agenda/resolution:	ter group are inte	rested in the agend	la/resolution:			yes		
"RESOLVED THAT Mr. Sumit Mazumder (DIN 00116654), Director of the Company, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."	ımit Mazumder (D ny."	01N 00116654), Direc	ctor of the Company	, who retires by rotation	n and being eligib	le for re-appoi	ntment, be and is he	reby re-appointed
CATEGORY	MODE OF VOTING	NO. OF SHARES HELD	NO. OF VOTES POLLED	% OF VOTES	NO. OF VOTES IN	NO. OF VOTES	% OF VOTES IN FAVOUR	% OF VOTES AGAINST ON
		(I)	(2)	OUTSTANDING SHARES (3)=[(2)/(1)]*100	FAVOUR (4)	AGAINST (5)	ON VOTES POLLED (6)=[(4)/(2)]*100	VOTES POLLED (7)=[(5)/(2)*100]
Promoter/Promoter	E-voting		5646798	100	5646798	0	100	0
Group	Poll	5646798	T	T	I	1	1	T
	Postal Ballot (if applicable)		8	I	1	1	1	1
	Total	5646798	5646798	100	5646798	0	100	0
Public -Institution	E-voting		472095	79.40	472095	0	100	0
	Poll	594552	1	.1	I	L	1	I
	Postal Ballot (if applicable)		1	1	Ĩ	1	1	E
	Total	594552	472095	79.40	472095	0	100	0
Public-Non Institution	E-voting		1243984	32.83	1236210	7774	99.38	0.62
	Poll	3788915	1	1	1	1	I	1
	Postal Ballot (if applicable)		1	1	1	1	î	Т
	Total	3788915	1243984	32.83	1236210	7774	99.38	0.62
TOTAL		10030265	7362877	73.41	7355103	7774	99.89	0.11



Resolution Required :						Ordinary	ry	
Whether promoter/ promoter group are interested in the agenda/resolution:	er group are inte	rested in the agend	a/resolution:			No		
"RESOLVED THAT pursuant to the provisions of Section 148 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to Messrs. D. Radhakrishnan & Co., Cost Accountants (Firm Registration No. 000018), appointed by the Board of Directors, on the recommendation of the Audit Committee, as the Cost Auditor of the Company, to conduct the audit of the cost records maintained by the Company for the financial year 2023-24, amounting to Rs. 120,000/- (Rupees One Lakh Twenty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses as approved by the Board of Directors of the Company be and is hereby ratified.	at to the provisions) or re-enactme pointed by the F the Company f eket expenses as	ns of Section 148 and ent(s) thereof for the Board of Directors, o or the financial yea approved by the Bo	d any other applica e time being in for n the recommenda r 2023-24, amounti ard of Directors of	ble provisions, if any, c ce), the remuneration tion of the Audit Comr ing to Rs. 120,000/- (F the Company be and is	of the Companies / payable to Messre nittee, as the Cost kupees One Lakh hereby ratified.	Act, 2013 and t s. D. Radhakri Auditor of the Twenty Thou	he Rules framed the ishnan & Co., Cost e Company, to conc isand Only) plus a	ereunder (including Accountants (Firm luct the audit of the pplicable taxes and
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."	AT the Board of I on."	Directors of the Com	ıpany be and is her	eby authorized to do a	ll acts and take all	such steps as	may be necessary, I	proper or expedient
CATEGORY	MODE OF VOTING	NO. OF SHARES HELD (1)	NO. OF VOTES POLLED (2)	% OF VOTES POLLED ON OUTSTANDING SHARES (3)-f(2)/(4)1*100	NO. OF VOTES IN FAVOUR (4)	NO. OF VOTES AGAINST (5)	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTES POLLED (7)=[(5)/(2)*100]
Promoter/Promoter Group	E-voting		5646798	001 1001 1001 100	5646798	0	$(6) = [(4)/(2)]^* 100$	0
	Poll	5646700	1		1		-	
	Postal Ballot (if applicable)	00/0100	1	1	3	ι.	Ĩ	1
	Total	5646798	5646798	100	5646798	0	100	0
Public -Institution	E-voting		472095	79.40	472095	0	100	0
	Poll	594552	1	1	Ĩ	1	1	1
	Postal Ballot (if applicable)		ι	-1	1	L	1	1
	Total	594552	472095	79.40	472095	0	100	0
Public-Non Institution	E-voting		1243984	32.83	1236210	7774	99.38	0.62
	Poll		L	1	1	I	Т	1
	Postal Ballot (if	3788915	t	1	τ	t	1	1
	applicable)	770001 E	1743984	27.83	1736710	Viditi	LIMIT AND TO	
	10141	CT600/C	ED/DE-FT	00.20	0170071	1114	× / /	0.62
TOTAL		10030265	7362877	73.41	7355103	7774	1, TARATOLLA 99.89	0.11
						SU	REACH OF REACH	

Whether promoter/ promoter group are interested in the agenda/resolution: "RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('Act') and the Rules "RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations'), Mr. Shamik Dasgupta (DIN 01127296), whose appointment has been approved by the Board of Directors and who has submitted a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from 18th						Special	Ι	
"RESOLVED THAT pursuant to the l framed thereunder (including any st India (Listing Obligations and Discl been approved by the Board of Dire Regulation 16(1)(b) of the SEBI Listin	p are intere	sted in the agenda/	resolution:			No		
May 2023 and whose office shall not be liable to retire by rotation.	provisions statutory m losure Req ectors and ing Regula t be liable t	odification(s) or re- nodification(s) or re- uirements) Regulati who has submitted tions, be and is here tions. oretire by rotation.	and 152 read with S enactment(s) thereof ons, 2015, as amendo a declaration to the by appointed as an I	with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('Act') and the Rules thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of amended ('SEBI Listing Regulations'), Mr. Shamik Dasgupta (DIN 01127296), whose appointment has 1 to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and as an Independent Director of the Company for a term of five consecutive years with effect from 18th	er applicable provious), Mr. Sham ations'), Mr. Sham te criteria of indep f the Company for	isions of the Co ole provisions of uik Dasgupta (I pendence as pro- a term of five	ornpanies Act, 2013 (' of the Securities and DIN 01127296), whos ovided in Section 14 consecutive years wi	Act') and the Rules Exchange Board of e appointment has 9(6) of the Act and ith effect from 18th
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."	oard of Dii	ectors of the Compa	ny be and is hereby a	authorized to do all acts	s and take all such	steps as may b	e necessary, proper o	r expedient to give
-	MODE OF	NO. OF	NO. OF VOTES	% OF VOTES	NO. OF	NO. OF	% OF VOTES	% OF VOTES
NO	VOTING	SHARES HELD	POLLED	POLLED ON	VOTES IN	VOTES	IN FAVOUR	AGAINST ON
		(·)	(1)	SHARES (3)=[(2)/(1)]*100	(4)	(2)	POLLED [6]=[(4)/(2)]*100	POLLED (7)=[(5)/(2)*100]
Promoter /Promoter E-voting	ing		5646798	100	5646798	0	100	0
Group	2	5646798	L	T	1	1	1	
Postal	Postal Ballot (if		1	1	I	1	Т,	
applic	applicable)							
Total		5646798	5646798	100	5646798	0	100	0
Public -Institution E-voting	ing		472095	79.40	472095	0	100	0
Poll		294552	I	1	1	1	1	1
Postal (if applic	Postal Ballot (if applicable)		T	T	ĩ	1	1	1
Total		594552	472095	79.40	472095	0	100	0
Public-Non Institution E-voting	ing		1243984	32.83	1236210	7774	99.38	0.62
Poll			E	I	Ĩ	1	1	1
[if	Postal Ballot (if	3788915	I	1	1	1	1	I
applic	applicable)						AIMIT.	
Total		3788915	1243984	32.83	1236210	7774	99.38	0.62
TOTAL		10030265	7362877	73.41	7355103	7774	ROAD \$99.89	0.11

gendlyresolution:     No       5 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act. oddiffection(s) or re-enactment(s) thereof for the time being in force) and applicable provisions of the Companies State configurements) Regulations. Manual of the EBBI Listing Regulations, Distributed a declaration to the effect that he meets the criteria of i (0) of the EBBI Listing Regulations. Joint any contrast dy other applicable provisions of the Companies Act. Only of the EBBI Listing Regulations. Joint and whose office shall not be liable to retire by rotation.       (D) of the EBBI Listing Regulations. Joint whose office shall not be liable to retire by rotation.     NO. OF VOTES     NO. NOTES     NO. NOTES	Resolution Required :						Special	1	
The Section SLAP SCH THE INFORMATION TO STATE AND AND STATE AND	Whether promoter/ promot	ter group are inte	rested in the agenda	/resolution:			No		
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper to give effect to this resolution."           CATEGORY         MODE OF         NO. OF         NO	"RESOLVED THAT pursu the Rules framed thereum Exchange Board of India 00561865), whose appoint provided in Section 149(6) of five consecutive years w	der (including ar der (including ar (Listing Obligati ment has been aj of the Act and Rd vith effect from 1	ions of Sections 149, ny statutory modific ions and Disclosure pproved by the Boar egulation 16(1)(b) of 8th May 2023 and w	150 and 152 read v ation(s) or re-enact Requirements) Re rd of Directors and the SEBI Listing Re hose office shall no	vith Schedule IV and a tment(s) thereof for the gulations, 2015, as am who has submitted a gulations, be and is her t be liable to retire by r	ny other applicabl e time being in fo tended ('SEBI Lis declaration to the reby appointed as otation.	le provisions o rce) and appli ting Regulatio effect that he an Independe	of the Companies A cable provisions of ns'), Mr. Debasis B meets the criteria o nt Director of the C	ct, 2013 ("Act') and the Securities and thattacharya (DIN f independence as ompany for a term
$ \begin{array}{c c c c c c c c c c c c c c c c c c c $	RESOLVED FURTHER TF to give effect to this resolu	HAT the Board of ition."	Directors of the Cor	npany be and is her	eby authorized to do al	ll acts and take all	such steps as r	nay be necessary, pı	roper or expedient
	CATEGORY	MODE OF VOTING	NO. OF SHARES HELD (1)	NO. OF VOTES POLLED (2)	% OF VOTES POLLED ON OUTSTANDING SHARES (3)=[(2)/(1)]*100	NO. OF VOTES IN FAVOUR (4)	NO. OF VOTES AGAINST (5)	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTES POLLED
	Promoter/Promoter	E-voting		5646798	100	5646798	0	100 1/-///-// 100	$\frac{1}{1001} \frac{1}{12} \frac{1}{1001} \frac{1}{1001} \frac{1}{1000} \frac{1}{1000} \frac{1}{1000} \frac{1}{1000} \frac{1}{1000} \frac{1}{1000} \frac{1}{1000} \frac{1}{1000} \frac{1}{10000} \frac{1}{10000} \frac{1}{10000} \frac{1}{10000} \frac{1}{10000} \frac{1}{10000} \frac{1}{10000} \frac{1}{100000} \frac{1}{10000000000000000000000000000000000$
	Group	Poll	5646708	.1	I	I	I	1	1
$ \begin{array}{c c c c c c c c c c c c c c c c c c c $		Postal Ballot (if annlicable)		I	ĩ	1	1	I	1
$ \begin{array}{c c c c c c c c c c c c c c c c c c c $		Total	5646798	5646798	100	5646798	0	100	0
$ \begin{array}{ c c c c c c c c c c c c c c c c c c c$	Public -Institution	E-voting		472095	79.40	472095	0	100	0
Postal Ballot         -		Poll	594552	T	L	8	1	1	1
$ \begin{array}{ c c c c c c c c c c c c c c c c c c c$		Postal Ballot (if applicable)		T	I			1	1
$ \begin{array}{c c c c c c c c c c c c c c c c c c c $		Total	594552	472095	79.40	472095	0	100	0
Poll         -	Public-Non Institution	E-voting		1243984	32.83	1236210	7774	99.38	0.62
Postal Ballot         3/88915         -		Poll		I	1	1	1	1	I
Total         3788915         1243984         32.83         1236210         7774         1           10030265         7362877         73.41         7355103         7774         1		Postal Ballot (if applicable)	G168875	1	1	1	I	TIMIT	I
10030265 7362877 73.41 7355103 7774		Total	3788915	1243984	32.83	1236210	7774	1-1. TARATOLLA	0.62
	TOTAL		10030265	7362877	73.41	7355103	7774	A CARDEN 99.89	0.11

igations and Disclosure onsent of the Members he Company notwithstrate s may be necessary, pro marking on VOTES IN FAVOUR ON VOTES IN FAVOUR ON VOTES POLLED (6)=[(4)/(2)]*100 (6)=[(4)/(2)]*100 100 99.38 99.38	Resolution Required :						Special	I	
<ul> <li>"RESOLVID THAT pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Fequireme according to the Manualer (ON) ON 23(6). Director of the Company to continue to hold office of Non-Executive Director of the Company notwrithstanding that Narunder (ON) ON 23(6). Director of the Company to continue to hold office of Non-Executive Director of the Company potentiate and the reasonary proper or exped to Majn Mazunder (ON) ON 23(6). Director of the Company be and is hereby authorized to do all acts and taken.</li> <li>RESOLVED FUKTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and taken.</li> <li>RESOLVED FUKTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and taken.</li> <li>RESOLVED FUKTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and taken.</li> <li>RESOLVED FUKTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and taken.</li> <li>RESOLVED FUKTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and taken.</li> <li>RESOLVED FUKTHER THAT the Board of Directors of the Company be and is hereby authorized to all acts and taken.</li> <li>RESOLVED FUKTHER THAT the Board of Directors of the Company be and is hereby authorized to all acts and taken.</li> <li>RESOLVED FUKTHER THAT the Board of Directors of the Company beard is hereby authorized to all acts and take all such steps as may be necessary. Proper or exped to grave directors for the Science of the Company notwithstanding function.</li> <li>RESOLVED FUKTHER THAT the Board of Directors of the Company the NOLED TO PULPED POLIDED TO PULPED TO PULPED</li></ul>	Whether promoter/ promot	ter group are inte	rested in the agenda	Aresolution:			Yes		
$ \begin{array}{ c c c c c c c c c c c c c c c c c c c$	"RESOLVED THAT purs Regulations, 2015, as amer accorded to Mrs. Manju M Manju Mazumder shall tu	uant to the prov nded and other a fazumder (DIN 0 rrn 75 years of ag	visions of Regulatic pplicable provision 0743164), Director o e on 22nd October 2	on 17(1A) of the Se s, if any, of the Com of the Company, to c 2023.	curities and Exchange panies Act, 2013 and th ontinue to hold office (	Board of India ne Rules framed t of Non-Executive	(Listing Oblig hereunder, cor Director of th	ations and Disclos nsent of the Membe e Company notwith	ure Requirements) ers be and is hereby nstanding that Mrs.
	RESOLVED FURTHER TE to give effect to this resolu	HAT the Board of ttion."	Directors of the Co	mpany be and is her	eby authorized to do al	ll acts and take all	such steps as 1	may be necessary, p	roper or expedient
$ \begin{array}{ c c c c c c c c c c c c c c c c c c c$	CATEGORY	MODE OF VOTING	NO. OF SHARES HELD (1)	NO. OF VOTES POLLED (2)	% OF VOTES POLLED ON OUTSTANDING SHARES (3)-1(0)(4)18-000	NO. OF VOTES IN FAVOUR (4)	NO. OF VOTES AGAINST (5)	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTES POLLED
	Promoter /Promoter	E-voting		5646798	100	5646798	0	(6) = [(4)/(2)] * 100 100	(7)=[(5)/(2)*100]
	duoip	Poll	5646798	1	I	1	t		5 1
		Postal Ballot (if		1	J	1	1	1	1
$ \begin{array}{ c c c c c c c c c c c c c c c c c c c$		applicable)							
$ \begin{array}{ c c c c c c c c c c c c c c c c c c c$		Total	5646798	5646798	100	5646798	0	100	0
	Public -Institution	E-voting		472095	79.40	472095	0	100	0
Postal Ballot (if applicable)         Postal Ballot (if E-voting         Postal Ballot         Postal Ballot         Postal Postal Ballot         Postal Postal Ballot         Postal Ballot         Postal Ballot         Postal Ballot         Postal Postal Ballot         Postal Balot		Poll	594552	1	1	1	Ĭ	1	1
Total         594552         472095         79,40         472095         0         100           E-voting         E-voting         1243984         32.83         1236210         7774         99.38           Poll         3788915         1243984         32.83         1236210         7774         99.38           Poll         3788915         -		Postal Ballot (if applicable)		1	1	1.	1	1	I
E-voting         1243984         32.83         1236210         7774         99.38           Poll         -         -         -         -         99.38         -         -         -         -         99.38           Poll         378915         - <t< td=""><td></td><td>Total</td><td>594552</td><td>472095</td><td>79.40</td><td>472095</td><td>0</td><td>100</td><td>0</td></t<>		Total	594552	472095	79.40	472095	0	100	0
Poll         -	Public-Non Institution	E-voting		1243984	32.83	1236210	7774	99.38	0.62
Postal Ballot         3/88915         -		Poll	1	1	ž	)	E	1	
Total         3788915         1243984         32.83         1236210         7774         1, такатоция 9, 38           10030265         7362877         73.41         7355103         7774         2, сакобен 99.89		Postal Ballot (if applicable)	c1688/S	1	1	1	1		1
10030265 7362877 73.41 7355103 7774 × ROAD ×		Total	3788915	1243984	32.83	1236210	7774	A TARATOLLA99.38	0.62
	TOTAL		10030265	7362877	73.41	7355103	7774	CARDEN 99.89	0.11

ANNEXURE-B

### T. Chatterjee & Associates

Company Secretaries FRN - P2007WB067100 Kolkata Office : "ABHISHEK POINT" 4th Floor, 152, S. P. Mukherjee Road, Kolkata - 700026 Phone : (033) 4060 5149 / 2465 0061 E-mall : tchatterjeeassociates@gmail.com Delhi Office : 1209, 12th Floor, Ansal Tower, 38 Nehru Place, New Delhi, Delhi - 110019

### CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Regulation 44(3) of the of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To The Chairman **TIL Limited** (L74999WB1974PLC041725) 1, Taratolla Road Garden Reach, Kolkata – 700 024

Sir,

4 .

- I. Binita Pandey, Practicing Company Secretary, ACS 41594, CP 19730, Partner of M/s. T. Chatterjee & Associates, FRN - P2007WB067100, Company Secretaries Firm in Practice, have been appointed by the Board of Directors of TIL Limited, (hereinafter referred as the Company) at its meeting held on 26-05-2023 as the Scrutinizer to scrutinize the remote e-Voting and electronic voting during 48<sup>th</sup> Annual General Meeting (AGM ) of the Company held through Video Conferencing (VC) / Other Audio Video Means (OAVM) on 26<sup>th</sup> September 2023, in a fair and transparent manner as per the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Secretarial Standards on General Meetings and read with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), on the resolutions contained in the Notice dated 26<sup>th</sup> May 2023 of the 48<sup>th</sup> AGM of the members of the Company.
- 2. The Company had provided remote e-voting facility to its members as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 which commenced on Friday, 22<sup>nd</sup> September 2023 at 9.00 a.m. (IST) and ended on Monday, 25<sup>th</sup> September 2023 at 5.00 p.m. (IST).



Page 1 of 11

- 3. The Company had also provided e-voting facility for voting during the AGM for the members who attended the meeting through VC/OAVM and had not voted through remote e-voting, to cast their vote during the AGM.
- 4. After the closure of e-voting at the AGM, the report on e-voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked on 26th September 2023 at 11.31 AM. and were counted in the presence of two witnesses viz. CS Sumana Subhash Mitra and Ms. Richa Pandey, who are not in employment of the Company. They have given confirmation that the votes were unblocked in their presence.
- 5. I have scrutinized and reviewed the remote e-voting, e-voting during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.
- 6. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to remote e-voting and voting through electronic voting system during the AGM held on the resolutions contained in the Notice dated 26<sup>th</sup> May 2023 of the 48<sup>th</sup> AGM of the members of the Company.

My responsibility as a Scrutinizer of remote e-voting and e-voting during the AGM is limited to prepare and submit the Scrutinizer's report of the votes casted "in favour" or "against" the resolutions by the members of the Company.

 I do hereby submit the Consolidated Report of votes cast through electronic voting system during the meeting and on remote e-voting on the resolutions contained in the Notice dated 26<sup>th</sup> May 2023 of 48<sup>th</sup> AGM.



Page 2 of 11

Date of the AGM	26-09-2023
Total number of shareholders on record date	7633
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group: Public:	NOT APPLICABLE
No. of Shareholders attended the meeting through video Conferencing:	
Promoters and Promoter Group	19
Public	66



## ORDINARY BUSINESS

### Item No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March 2023, together with the Reports of the Board of Directors and the Auditors thereon.

Resolution R	equired:				Ordinary	Resolutio	on	
Whether pro		noter group	are inter	rested in				
the resolution		0 1	1 excess	a a moto statisti prorios				
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstan ding shares (3)=[(2) /(1)]* 100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2 )]*100
Promoter	E-Voting	5646798	5646798	100.00	5646798	0	100.00	0.00
and	Poll		0	0.00	0	0	0.00	0.00
Promoter	Postal		0	0.00	0	0	0.00	0.00
Group	Ballot (if							
	applicab le)							
	Total	5646798	5646798	100.00	5646798	0	100.00	0.00
Public-	E-Voting	594552	0	0.00	0	0	0.00	0.00
Institution	Poll		0	0.00	0	0	0.00	0.00
	Postal		0	0.00	0	0	0.00	0.00
	Ballot (if						12	
	applicab le)							
	Total	594552	0	0.00	0	0	0.00	0.00
Public- Non	E-Voting	3788915	1243984	32.83	1236210	7774	99.38	0.62
Institution	Poll		0	0.00	0	0	0.00	0.00
	Postal		0	0.00	0	0	0.00	0.00
	Ballot (if							
	applicab le)							
	Total	3788915	1243984	32.83	1236210	7774	99.38	0.62
Total		10030265	6890782	68.70	6883008	7774	99.89	0.11

Page 4 of 11

# Item No. 2: Ordinary Resolution

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March 2023, together with the Reports of the Auditors thereon.

Resolution	Required:	·····			Ordinary	Resolutio	n	
Whether p	romoter/pr	omoter grou	ip are inte	rested in	No	ACOULUIO	11	
the resolut	ion							
Category	Mode of	No. of	No. of	% of	No. of	No. of	% of Votes	% of
	Voting	Shares	Votes	Votes	Votes-	Votes-	in favour	Votes
		held	Polled	Polled	in	against	on votes	against
				on	favour	-	polled	on votes
		(1)	(2)	outstan	(4)	(5)	-	polled
				ding			(6)=[(4)/(2)	<b>.</b> .
				shares			]* 100	
				(3)=[(2)				(7)=[(5)/(2
				/(1)]*				)]*100
Promoter	E-	-		100				
and	C- Voting	5646798	5646798	100.00	5646798	0	100.00	0.00
Promoter	Poll	4		0.00				
Group	Postal	-	0	0.00	0	0	0.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	(if							
	applicab							
	le)							
	Total	5646798	5646798	100.00	5646798	0	100.00	0.00
Public-	E-	594552	0	0.00	0	<u>0</u>	0.00	0.00
Institution	Voting					-	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal		0	0.00	0	0	0.00	0.00
	Ballot							0100
	(if					ĺ		
	applicab							
	le)					3 POIL2704		
	Total	594552	0	0.00	0	0	0.00	0.00
Public-	E-	3788915	1243984	32.83	1236210	7774	99.38	0.62
Non	Voting							
Institution	Poll		0	0.00	0	0	0.00	0.00
	Postal		0	0.00	0	0	0.00	0.00
1	Ballot							
	(if							
	applicab le)							
	Total	3788915	1243984	27.02	102(010			
Total	rotal	10030265	1243984 6890782	32.83	1236210	7774	99.38	0.62
~ ~ 141		10030203	0090/02	68.70	6883008	7774	99.89	0.11



# Item No. 3: Ordinary Resolution

<b>Resolution</b> I	Required:			• • • •	Ordinary Resolution			
Whether pro		omoter grou	p are inte	rested in				
the resolution		· · · · · · · · · · · · · · · · · · ·						
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstan ding shares (3)=[(2) /(1)]* 100	Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2 )]*100
Promoter and	E- Voting	5646798	5646798	100.00	5646798	0	100.00	0.00
Promoter	Poll	-	0	0.00	0	0	0.00	0.00
Group	Postal Ballot (if applica ble)		0	0.00	0	0	0.00	0.00
	Total	5646798	5646798	100.00	5646798	0	100.00	0.00
Public- Institution	E- Voting	594552	472095	79.40	472095	0	100.00	0.00
	Poll		0	0.00	0	0	0,00	0.00
	Postal Ballot (if applica ble)		0	0.00	0	0	0.00	0.00
	Total	594552	472095	79.40	472095	0	100.00	0.00
Public- Non	E- Voting	3788915	1243984	32.83	1236210	7774	99.38	0.62
Institution	Poll Postal Ballot (if applica		0	0.00 0.00	0	0	0.00 0.00	0.00
	ble)		1040004	20.00	làgraita			
Total	Total	3788915	1243984	32.83	1236210	7774	99.38	0.62
TUTAL		10030265	7362877	73.41	7355103	7774	99.89	0.11

To appoint a Director in place of Mr. Sumit Mazumder (DIN 00116654), who retires by rotation and being eligible, offers himself for re-appointment.



Page 6 of 11

## SPECIAL BUSINESS:

# Item No. 4: Ordinary Resolution

Ratification of the remuneration payable to Messrs. D. Radhakríshnan & Co., Cost Accountants (Firm Registration No. 000018), Cost Auditors of the Company for the financial year 2023-24.

Resolution	Required:	1 <del>4 </del>			Ordinary	Resolution		·····
Whether p	romoter/pr	omoter grou	ip are inte	rested in	No	11000141101		
the resolution	Mode of Voting	No, of Shares held (1)		% of Votes Polled on outstan ding shares (3)=[(2) /(1)]* 100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2 )]*100
Promoter and	E- Voting	5646798	5646798	100.00	5646798	0	100.00	0.00
Promoter	Poll	]	0	0.00	0	0	0.00	0.00
Group	Postal Ballot (if applica ble)		0	0.00	0	0	0.00	0.00
	Total	5646798	5646798	100.00	5646798	0	100.00	0.00
Public- Institution	E- Voting	594552	472095	79.40	472095	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applica ble)		0	0.00	0	0	0.00	0.00
<u></u>	Total	594552	472095	79.40	472095	0	100.00	0.00
Public- Non	E- Voting	3788915	1243984	32.83	1236210	7774	99.38	0.62
Institution	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applica ble)		0	0.00	0	0	0.00	0.00
	Total	3788915	1243984	32.83	1236210	7774	99.38	0.62
Total		10030265	7362877	73.41	7355103	7774	99.89	0.02



# Item No. 5: Special Resolution

Appointment of Mr. Shamik Dasgupta (DIN 01127296), as an Independent Director of the Company for a term of five consecutive years with effect from 18th May 2023.

a second as

Resolution	n Required	l;			Sec.17			
Whether p	romoter/p	romoter gro	un are inf	aractad is		Resolution	······································	
the resolution	tion	8.0	wp are mu	eresteu II	I INO			
Category	Mode of Voting	(1)	No. of Votes Polled (2)	%00VotesPolledonoutstandingshares(3)=[(2)/(1)]*100	Votes- in favour	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2 )]*100
Promoter and	E- Voting	5646798	5646798	100.00	5646798	0	100.00	0.00
Promoter	Poll		0	0.00	0	0	0,00	0.00
Group	Postal Ballot (if applica ble)		0	0.00	0	0	0.00	0.00
	Total	5646798	5646798	100.00	5646798	0	100.00	
Public- Institution	E- Voting	594552	472095	79.40	472095	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applica ble)		0	0.00	0	0	0.00	0.00
	Total	594552	472095	79.40	472095	0	100.00	
Public- Non Institution	E- Voting	3788915	1243984	32.83	1236210	7774	100.00 99.38	0.00 0.62
institution	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applica ble)		0	0.00	0	0	0.00	0.00
	Total	The second se	1243984	32.83	1236210	7774	99.38	0.62
l'otal		10030265	7362877	73.41	7355103	7774	99.89	0.62



# Item No. 6: Special Resolution

 $\{ i_{n+1}, \ldots, i_{n+1} \}$ 

Appointment of Mr. Debasis Bhattacharya (DIN 00561865), as an Independent Director of the Company for a term of five consecutive years with effect from 18th May 2023.

Resolution	Required:				Special R	esolution		
Whether pr		omoter grou	p are inte	rested in	No	cooractor		
the resolution	on		_					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstan ding	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled
				shares (3)=[(2) /(1)]* 100		4 - 99 9	100	(7)=[(5)/(2 )]*100
Promoter and	E- Voting	5646798	5646798	100.00	5646798	0	100.00	0.00
Promoter	Poll		0	0.00	0	0	0.00	0.00
Group	Postal Ballot (if applica ble)		0	0.00	0	0	0.00	0.00
	Total	5646798	5646798	100.00	5646798	0	100.00	0.00
Public- Institution	E- Voting	594552	472095	79.40	472095	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applica ble)		0	0.00	0	0	0.00	0.00
	Total	594552	472095	79.40	472095	0	100.00	0.00
Public- Non	E- Voting	3788915	1243984	32.83	1236210	7774	99.38	0.62
Institution	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applica ble)		0	0.00	0	0	0.00	0.00
	Total	3788915	1243984	32.83	1236210	7774	99.38	0.62
Total	·····	10030265	7362877	73.41	7355103	7774	99.89	0.11



Page 9 of 11

## Item No. 7: Special Resolution

Continuation of directorship of Mrs. Manju Mazumder (DIN 00743164) as a Non-Executive Director upon attaining the age of 75 years on 22<sup>nd</sup> October 2023 as per Regulation 17(1A) of SEBI LODR.

Resolution	Required:			Child Dates on a	Special R	esolution		
Whether pr		omoter grou	ip are inte	rested in	No			
the resolution	on	2						
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstan ding shares (3)=[(2)	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2
				/(1)]*				)]*100
Promoter	T	EG46B00	F.(16500	100				
and	E- Voting	5646798	5646798	100.00	5646798	0	100.00	0.00
Promoter	Poll	-	0	0.00	0	0	0.00	0.00
Group	Postal		0	0.00	0	0	0.00	0.00
	Ballot (if							0.00
	applica ble)							
	Total	5646798	5646798	100.00	5646798	0	100.00	0.00
Public-	E-	594552	472095	79.40	472095	0	100.00	0.00
Institution	Voting Poll			0.00				
	Postal		0	0.00	0	0	0.00	0.00
	Ballot		U	0.00	U	0	0.00	0.00
	(if							
	applica ble)							
	Total	594552	472095	79.40	472095	0	100.00	0.00
Public- Non	E- Voting	3788915	1243984	32.83	1236210	7774	99.38	0.62
Institution	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if		0	0.00	0	0	0.00	0.00
	applica ble)							<b>*</b> 2
	Total	3788915	1243984	32.83	1236210	7774	99.38	0.62
Total		10030265	7362877	73.41	7355103	7774	99.89	0.11



A list of equity shareholders who voted "FOR" and "AGAINST" for each resolution is submitted with the report.

Thanking you,

Yours faithfully

For M/s. T. Chatterjee & Associates Practicing Company Secretaries Firm (FRN No. P2007WB067100)

Binita Pandey, Partner Membership No. 41594 Certificate of Practice: 19730



UDIN: A041594E001089685 Place: Kolkata Date: 26-09-2023

ANNEXURE-C.

T. Chatterjee & Associates Company Secretaries FRN - P2007WB067100 Kolkata Office : "ABHISHEK POINT" 4th Floor, 152, S. P. Mukherjee Road, Kolkata - 700026 Phone : (033) 4060 5149 / 2465 0061 E-mail : tchatterjeeassociates@gmail.com Delhi Office : 1209, 12th Floor, Ansal Tower, 38 Nehru Place, New Delhi, Delhi - 110019

### CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Sections 108 of the Companies Act, 2013 read with Rules 20 and 21(1) of the Companies (Management and Administration) Rules, 2014]

To The Chairman TIL Limited (L74999WB1974PLC041725) 1, Taratolla Road Garden Reach, Kolkata – 700 024

Sir,

1. I, Binita Pandey, Practicing Company Secretary, ACS 41594, CP 19730, Partner of M/s. T. Chatterjee & Associates, FRN - P2007WB067100, Company Secretaries Firm in Practice, have been appointed by the Board of Directors of TIL Limited, (hereinafter referred as the Company) at its meeting held on 26<sup>th</sup> May 2023, as the Scrutinizer to scrutinize the remote e-Voting and electronic voting during 48<sup>th</sup> Annual General Meeting (AGM) of the Company held through Video Conferencing (VC) / Other Audio Video Means (OAVM) on 26<sup>th</sup> September 2023 in a fair and transparent manner as per the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Secretarial Standards on General Meetings , on the resolutions contained in the Notice dated 26<sup>th</sup> May 2023 of the 48<sup>th</sup> AGM of the members of the Company.



Page 1 of 9

- 2. The Company had provided remote e-voting facility to its members as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 which commenced on Friday, 22<sup>nd</sup> September 2023 at 9.00 a.m. (IST) and ended on Monday, 25<sup>th</sup> September 2023 at 5.00 p.m. (IST).
- 3. The Company had also provided e-voting facility for voting during the AGM for the members who attended the meeting through VC/OAVM and had not voted through remote e-voting, to cast their vote during the AGM.
- 4. After the closure of e-voting at the AGM, the report on e-voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked on 26<sup>th</sup> September 2023 at 11.31 A.M. and were counted in the presence of two witnesses viz. CS Sumana Subhash Mitra and Ms. Richa Pandey, who are not in employment of the Company. They have given confirmation that the votes were unblocked in their presence.
- 5. I have scrutinized and reviewed the remote e-voting, e-voting during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.
- 6. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to remote e-voting and voting through electronic voting system during the AGM held on the resolutions contained in the Notice dated 26<sup>th</sup> May 2023 of the 48<sup>th</sup> AGM of the members of the Company.

My responsibility as a Scrutinizer of remote e-voting and e-voting during the AGM is limited to prepare and submit the Scrutinizer's report of the votes casted "in favour" or "against" the resolutions by the members of the Company.



Page 2 of 9

7. I do hereby submit the Consolidated Report of votes cast through electronic voting system during the meeting and on remote e-voting on the resolutions contained in the Notice dated 26th May 2023 of 48th AGM.

### ORDINARY BUSINESS

### Item No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March 2023, together with the Reports of the Board of Directors and the Auditors thereon

(I) Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
145	6883008	99.89

No. of members	No. of votes cast them	by % of total number of valid votes cast
10	7774	0.11



## Item No. 2: Ordinary Resolution

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March 2023, together with the Reports of the Auditors thereon.

(I) Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
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145	6883008	99.89

(II) Vote against the Resolution:

No. of members	No. of votes them	cast by	 total number o votes cast	of
10	7774		0.11	



Page 4 of 9

## Item No. 3: Ordinary Resolution

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To appoint a Director in place of Mr. Sumit Mazumder (DIN 00116654), who retires by rotation and being eligible, offers himself for re-appointment.

(I) Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
146	7355103	99.89

No. of members	No. of votes cast by them	% of total number of valid votes cast
10	7774	0.11



#### SPECIAL BUSINESS:

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### Item No. 4: Ordinary Resolution

Ratification of the remuneration payable to Messrs. D. Radhakrishnan & Co., Cost Accountants (Firm Registration No. 000018), Cost Auditors of the Company for the financial year 2023-24.

### (I) Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
146	7355103	99,89

No. of members	No. of votes cast by	% of total number of
	them	valid votes cast
10	7774	0.11



### Item No. 5: Special Resolution

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Appointment of Mr. Shamik Dasgupta (DIN 01127296), as an Independent Director of the Company for a term of five consecutive years with effect from 18th May 2023.

(I) Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
146	7355103	99.89

No. of members	No. of votes cast by them	% of total number of valid votes cast
10	7774	0.11



### Item No. 6: Special Resolution

Appointment of Mr. Debasis Bhattacharya (DIN 00561865), as an Independent Director of the Company for a term of five consecutive years with effect from 18<sup>th</sup> May 2023.

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(I) Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
146	7355103	99.89

## (II) Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
10	7774	0.11



Page 8 of 9

Item No. 7: Special Resolution

Continuation of directorship of Mrs. Manju Mazumder (DIN 00743164) as a Non-Executive Director upon attaining the age of 75 years on  $22^{nd}$  October 2023 as per Regulation 17(1A) of SEBI LODR.

(I) Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
146	7355103	99,89

(II) Vote against the Resolution:

No. of members	No. of votes cast them	by	% of total number of valid votes cast
10	7774		0.11

A list of equity shareholders who voted "FOR" and "AGAINST" for each resolution is submitted with the report.

Thanking you,

Sec.

Yours faithfully

For M/s. T. Chatterjee & Associates Practicing Company Secretaries Firm (FRN No. P2007WB067100)

Binita Pandey, Partner Membership No. 41594 Certificate of Practice: 19730



UDIN: A041594E001089685 Place: Kolkata Date: 26-09-2023