

**TIL Limited**

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

26<sup>th</sup> September, 2023

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

The Secretary,  
Listing Department  
BSE Ltd.,  
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 48<sup>th</sup> Annual General Meeting (AGM) of the Company held on Tuesday, 26<sup>th</sup> 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 **26<sup>th</sup> 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 26<sup>th</sup> 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 ATTENDANCE**

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 Promoter Group	Public	Total	Shareholding
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.



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 48<sup>TH</sup> ANNUAL GENERAL MEETING

Date of AGM	26 <sup>th</sup> September, 2023
Total number of shareholders on record date (19 <sup>th</sup> September, 2021 being the cut-off date for determining the no. of shareholders)	7,633
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



ITEM NO. 1: To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2023, together with the Reports of the Board of Directors and the Auditors thereon

Resolution Required :

Ordinary

Whether promoter/ promoter group are interested in the agenda/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 of Directors and the Auditors thereon, be and are hereby received, considered and adopted.”

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	0	100	0
	Poll	5646798	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	5646798	5646798	100.00	5646798	0	100	0
Public -Institution	E-voting		0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)	594552	-	-	-	-	-	-
	Total	594552	0	0	0	0	0	0
Public-Non Institution	E-voting		1243984	32.83	1236210	7774	99.38	0.62
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)	3788915	-	-	-	-	-	-
	Total	3788915	1243984	32.83	1236210	7774	99.38	0.62
TOTAL		10030265	6890782	68.70	6883008	7774	99.89	0.11



ITEM NO. 2: To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2023, together with the Reports of the Auditors thereon.

Resolution Required :	Ordinary
Whether promoter/ promoter group are interested in the agenda/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."

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	0	100	0
	Poll	5646798	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	5646798	5646798	100.00	5646798	0	100	0
Public -Institution	E-voting		0	0	0	0	0	0
	Poll	594552	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	594552	0	0	0	0	0	0
Public-Non Institution	E-voting		1243984	32.83	1236210	7774	99.38	0.62
	Poll	3788915	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	3788915	1243984	32.83	1236210	7774	99.38	0.62
<b>TOTAL</b>		<b>10030265</b>	<b>6890782</b>	<b>68.70</b>	<b>6883008</b>	<b>7774</b>	<b>99.89</b>	<b>0.11</b>



ITEM NO. 3: To appoint a Director in place of Mr. Sumit Mazumder (DIN: 00116654), who retires by rotation and being eligible offers himself for re-appointment.

Resolution Required :	Ordinary
Whether promoter/ promoter group are interested in the agenda/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."

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	5646798	0	100	0
	Poll	5646798	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	5646798	5646798	100	5646798	0	100	0
Public -Institution	E-voting		472095	79.40	472095	0	100	0
	Poll	594552	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	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	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	3788915	1243984	32.83	1236210	7774	99.38	0.62
TOTAL		10030265	7362877	73.41	7355103	7774	99.89	0.11



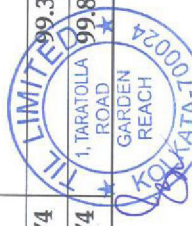
**ITEM NO. 4: Ratification of the remuneration payable to Messrs. D. Radhakrishnan & Co., Cost Accountants (Firm Registration No. 000018), Cost Auditors of the Company for the financial year 2023-24.**

<b>Resolution Required :</b>	Ordinary
<b>Whether promoter/ promoter group are interested in the agenda/resolution:</b>	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.

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."

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	5646798	0	100	0
	Poll	5646798	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	5646798	5646798	100	5646798	0	100	0
Public -Institution	E-voting		472095	79.40	472095	0	100	0
	Poll	594552	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	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	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	3788915	1243984	32.83	1236210	7774	99.38	0.62
TOTAL		10030265	7362877	73.41	7355103	7774	99.38	0.11



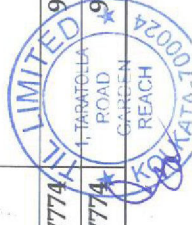
**ITEM NO. 5: Appointment of Mr. Shamik Dasgupta (DIN 01127296), as an Independent Director of the Company for a term of five consecutive years with effect from 18<sup>th</sup> May 2023.**

Resolution Required :	Special
Whether promoter/ promoter group are interested in the agenda/resolution:	No

"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 framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and 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 18<sup>th</sup> May 2023 and whose office shall not be liable to retire by rotation.

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."

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	5646798	0	100	0
	Poll	5646798	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	5646798	5646798	100	5646798	0	100	0
Public -Institution	E-voting		472095	79.40	472095	0	100	0
	Poll	594552	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	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	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	3788915	1243984	32.83	1236210	7774	99.38	0.62
TOTAL		10030265	7362877	73.41	7355103	7774	99.89	0.11
					1236210	7774	99.38	0.62





**ITEM NO. 6: 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
Whether promoter/ promoter group are interested in the agenda/resolution:	No

“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 framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations'), Mr. Debasis Bhattacharya (DIN 00561865), 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 May 2023 and whose office shall not be liable to retire by rotation.

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.”

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	5646798	0	100	0
	Poll	5646798	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public -Institution	Total	5646798	5646798	100	5646798	0	100	0
	E-voting		472095	79.40	472095	0	100	0
	Poll	594552	-	-	-	-	-	-
Public-Non Institution	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	594552	472095	79.40	472095	0	100	0
	E-voting		1243984	32.83	1236210	7774	99.38	0.62
TOTAL	Poll	3788915	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	3788915	1243984	32.83	1236210	7774	99.38	0.62
TOTAL	Poll	10030265	7362877	73.41	7355103	7774	-	0.11
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	3788915	1243984	32.83	1236210	7774	99.38	0.62



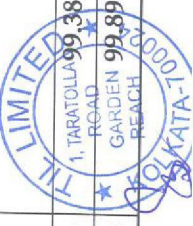
ITEM NO. 7: Continuation of directorship of Mrs. Manju Mazumder (DIN 00743164) as a Non-Executive Director upon attaining the age of 75 years on 22nd October 2023 as per Regulation 17(1A) of SEBI LODR.

Resolution Required :	Special
Whether promoter/ promoter group are interested in the agenda/resolution:	Yes

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, consent of the Members be and is hereby accorded to Mrs. Manju Mazumder (DIN 00743164), Director of the Company, to continue to hold office of Non-Executive Director of the Company notwithstanding that Mrs. Manju Mazumder shall turn 75 years of age on 22nd October 2023.

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."

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	5646798	0	100	0
	Poll	5646798	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public -Institution	Total	5646798	5646798	100	5646798	0	100	0
	E-voting		472095	79.40	472095	0	100	0
	Poll	594552	-	-	-	-	-	-
Public-Non Institution	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	594552	472095	79.40	472095	0	100	0
	E-voting		1243984	32.83	1236210	7774	99.38	0.62
TOTAL	Poll	3788915	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	3788915	1243984	32.83	1236210	7774	99.38	0.62
TOTAL		10030265	7362877	73.41	7355103	7774	99.38	0.62
								0.11



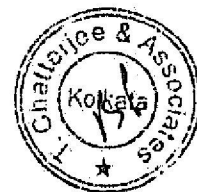
**T. Chatterjee & Associates**Company Secretaries  
FRN - P2007WB067100Kolkata Office : "ABHISHEK POINT" 4th Floor,  
152, S. P. Mukherjee Road, Kolkata - 700026  
Phone : (033) 4060 5149 / 2465 0061  
E-mail : tchatterjeeassociates@gmail.comDelhi Office : 1209, 12th Floor, Ansal Tower,  
38 Nehru Place, 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,

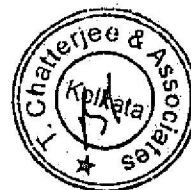
1. I, Binita Pandey, Practicing Company Secretary, ACS 41594, CP 19730, Partner of M/s. T. Chatterjee & Associates, FRN - P2007WB067100, Company Secretaries Firm in Practice, have been appointed by the Board of Directors of TIL Limited, (hereinafter referred as the Company) at its meeting held on 26-05-2023 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).



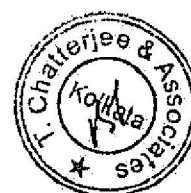
3. The Company had also provided e-voting facility for voting during the AGM for the members who attended the meeting through VC/OAVM and had not voted through remote e-voting, to cast their vote during the AGM.
4. After the closure of e-voting at the AGM, the report on e-voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked on 26<sup>th</sup> September 2023 at 11.31 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.

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 26<sup>th</sup> May 2023 of 48<sup>th</sup> AGM.



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 Public	19 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 Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
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 and Promoter Group	E-Voting	5646798	5646798	100.00	5646798	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		5646798	5646798	100.00	5646798	0	100.00
Public-Institution	E-Voting	594552	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		594552	0	0.00	0	0	0.00
Public- Non Institution	E-Voting	3788915	1243984	32.83	1236210	7774	99.38	0.62
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3788915	1243984	32.83	1236210	7774	99.38
<b>Total</b>		<b>10030265</b>	<b>6890782</b>	<b>68.70</b>	<b>6883008</b>	<b>7774</b>	<b>99.89</b>	<b>0.11</b>



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.

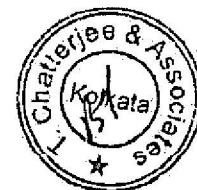
Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5646798	5646798	100.00	5646798	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		5646798	5646798	100.00	5646798	0	100.00
Public-Institution	E-Voting	594552	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		594552	0	0.00	0	0	0.00
Public-Non Institution	E-Voting	3788915	1243984	32.83	1236210	7774	99.38	0.62
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3788915	1243984	32.83	1236210	7774	99.38
<b>Total</b>		<b>10030265</b>	<b>6890782</b>	<b>68.70</b>	<b>6883008</b>	<b>7774</b>	<b>99.89</b>	<b>0.11</b>



Item No. 3: Ordinary Resolution

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

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
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 and Promoter Group	E-Voting	5646798	5646798	100.00	5646798	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		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 applicable)		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	99.38	0.62
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3788915	1243984	32.83	1236210	7774	99.38
Total		10030265	7362877	73.41	7355103	7774	99.89	0.11





**SPECIAL BUSINESS:**

**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.

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
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 and Promoter Group	E-Voting	5646798	5646798	100.00	5646798	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		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 applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		594552	472095	79.40	472095	0	100.00
Public-Non Institution	E-Voting	3788915	1243984	32.83	1236210	7774	99.38	0.62
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		3788915	1243984	32.83	1236210	7774	99.38
<b>Total</b>		<b>10030265</b>	<b>7362877</b>	<b>73.41</b>	<b>7355103</b>	<b>7774</b>	<b>99.89</b>	<b>0.11</b>



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 18<sup>th</sup> May 2023.

Resolution Required:					Special Resolution			
Whether promoter/promoter group are interested in the resolution					No			
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 and Promoter Group	E-Voting	5646798	5646798	100.00	5646798	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		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 applicable)		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	99.38	0.62
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3788915	1243984	32.83	1236210	7774	99.38
Total		10030265	7362877	73.41	7355103	7774	99.89	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.

Resolution Required:					Special Resolution			
Whether promoter/promoter group are interested in the resolution					No			
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 and Promoter Group	E-Voting	5646798	5646798	100.00	5646798	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		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 applicable)		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	99.38	0.62
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3788915	1243984	32.83	1236210	7774	99.38
Total		10030265	7362877	73.41	7355103	7774	99.89	0.11



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:					Special Resolution			
Whether promoter/promoter group are interested in the resolution					No			
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 and Promoter Group	E-Voting	5646798	5646798	100.00	5646798	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		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 applicable)		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	99.38	0.62
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3788915	1243984	32.83	1236210	7774	99.38
<b>Total</b>		<b>10030265</b>	<b>7362877</b>	<b>73.41</b>	<b>7355103</b>	<b>7774</b>	<b>99.89</b>	<b>0.11</b>



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

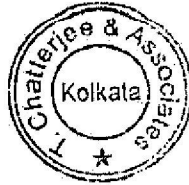
Thanking you,

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

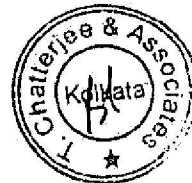
**CONSOLIDATED SCRUTINIZER'S REPORT**

[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

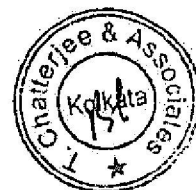
Sir,

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.



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.



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 26<sup>th</sup> May 2023 of 48<sup>th</sup> AGM.

**ORDINARY BUSINESS**

**Item No. 1: Ordinary Resolution**

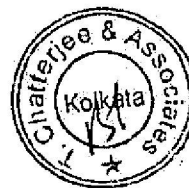
To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March 2023, together with the Reports of the Board of Directors and the Auditors thereon

(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

(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





**Item No. 2: Ordinary Resolution**

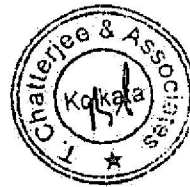
To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March 2023, together with the Reports of the Auditors thereon.

(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

(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



**Item No. 3: Ordinary Resolution**

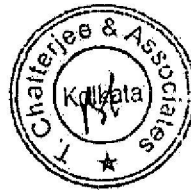
To appoint a Director in place of Mr. Sumit Mazumder (DIN 00116654), who retires by rotation and being eligible, offers himself for re-appointment.

(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

(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



**SPECIAL BUSINESS:**

**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

(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



**Item No. 5: Special Resolution**

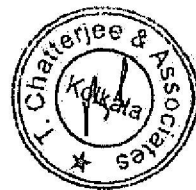
Appointment of Mr. Shamik Dasgupta (DIN 01127296), as an Independent Director of the Company for a term of five consecutive years with effect from 18<sup>th</sup> May 2023.

(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

(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



**Item No. 6: Special Resolution**

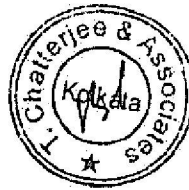
Appointment of Mr. Debasis Bhattacharya (DIN 00561865), as an Independent Director of the Company for a term of five consecutive years with effect from 18<sup>th</sup> May 2023.

(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



**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.

(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:

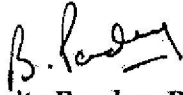
No. of members	No. of votes cast by them	% of total number of valid votes cast
10	7774	0.11

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