

**TIL Limited**

CIN : L74999WB1974PLCO41725

Registered Office:

1, Taratolla Road, Garden Reach

Kolkata-700 024

Ph : 6633-2000, 6633-2845

Fax : 2469-3731/2143

Website : [www.tilindia.in](http://www.tilindia.in)27<sup>th</sup> March, 2019

The Secretary  
The Calcutta Stock Exchange  
Association Ltd.  
7, Lyons Range  
Kolkata 700 001

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  
Bombay Stock Exchange Ltd.,  
P.J. Towers,  
Dalal Street, Fort,  
Mumbai 400001.

Stock Code: TIL

Scrip Code: 505196

Dear Sir / Madam,

**Sub: Intimation of Results of Postal Ballot (Including E-voting) of TIL Limited ("the Company") under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is in furtherance to our letter dated 23<sup>rd</sup> February, 2019, in relation to intimation of dispatch of Notice of Postal Ballot to the Members for seeking their approval by Special Resolution for continuation of the existing term of Independent Directors who have attained the age of 75 years pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

In this regard we would like to inform that post closing of the voting period on Monday, 25<sup>th</sup> March, 2019 (5.00 P.M. IST), the Scrutinizer has submitted the Consolidated Scrutinizer's Report on Wednesday, 27<sup>th</sup> March, 2019.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform that the Special Resolutions as set out in the Notice of Postal Ballot dated 8<sup>th</sup> February, 2019 have been passed by the Members of the Company with requisite majority.

The details of the voting results in the format specified under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Scrutinizer's Report is enclosed for your perusal.

The voting results along with the Scrutinizer's Report are also available on the website of the Company viz. [www.tilindia.in](http://www.tilindia.in).

This is for your information and record.

Thanking you,

Yours faithfully,  
For TIL LIMITED

  
SEKHAR BHATTACHARJEE  
COMPANY SECRETARY

Encl. As above

TIL LIMITED

Format for Voting Results

Date of the Postal Ballot	27.03.2019
Total number of shareholders on record date	10161
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	Not Applicable

**SPECIAL RESOLUTION 1: Approval for continuation of Current Term of Mr. R. L. Gaggar (DIN 00066068), Independent Director of the Company**

CATEGORY	TOTAL HOLDING	Total Vote Cast				% on Total Outstanding Shares	Votes In favour				Votes Against		
		e-Voting A1	Ballot A2	Total A3 (A1+A2)	% against votes polled		e-Voting B1	Ballot B2	Total B3 (B1+B2)	% against votes polled	e-Voting C1	Ballot C2	Total C3 (C1+C2)
Promoter /Promoter Group	5646798	5646798	0	5646798	100.00	5646798	0	5646798	100.00	0	0	0	0.00
Public -Institution	1399688	1163	0	1163	0.08	1163	0	1163	100.00	0	0	0	0.00
Public-Non Institution	2983779	40660	8200	48860	1.64	37353	7812	45165	92.44	3307	388	3695	7.56
<b>TOTAL</b>	<b>10030265</b>	<b>5688621</b>	<b>8200</b>	<b>5696821</b>	<b>56.80</b>	<b>5685314</b>	<b>7812</b>	<b>5693126</b>	<b>99.94</b>	<b>3307</b>	<b>388</b>	<b>3695</b>	<b>0.06</b>

**SPECIAL RESOLUTION 2: Approval for continuation of Current Term of Dr. T. Mukherjee (DIN 00004777), Independent Director of the Company**

CATEGORY	TOTAL HOLDING	Total Vote Cast				% on Total Outstanding Shares	Votes In favour				Votes Against		
		e-Voting A1	Ballot A2	Total A3 (A1+A2)	% against votes polled		e-Voting B1	Ballot B2	Total B3 (B1+B2)	% against votes polled	e-Voting C1	Ballot C2	Total C3 (C1+C2)
Promoter /Promoter Group	5646798	5646798	0	5646798	100.00	5646798	0	5646798	100.00	0	0	0	0.00
Public -Institution	1399688	1041977	0	1041977	74.44	1041977	0	1041977	100.00	0	0	0	0.00
Public-Non Institution	2983779	40660	8200	48860	1.64	37353	8044	45397	92.91	3307	156	3463	7.09
<b>TOTAL</b>	<b>10030265</b>	<b>6729435</b>	<b>8200</b>	<b>6737635</b>	<b>67.17</b>	<b>6726128</b>	<b>8044</b>	<b>6734172</b>	<b>99.95</b>	<b>3307</b>	<b>156</b>	<b>3463</b>	<b>0.05</b>

**TIL Limited**  
  
**SEKHAR BHATTACHARJEE**  
 COMPANY SECRETARY

## REPORT OF SCRUTINIZER

[Pursuant to Sections 110 of the Companies Act, 2013 read with  
Rules 22 of the Companies (Management and Administration) Rules, 2014]

To  
The Chairman  
TIL Limited  
(CIN: L74999WB1974PLC041725)  
1, Taratolla Road,  
Garden Reach  
Kolkata-700024

### Scrutinizer's Report on Postal ballot including e-voting

Sir,

1. I, Binita Pandey, Partner of M/s. T. Chatterjee & Associates, FRN-P2007WB067100 Practising Company Secretaries had been appointed as the Scrutinizer by the Board of Directors of TIL Limited (the "Company") at the Board Meeting held on 08-02-2019 for conducting the postal ballot process in accordance with the provisions of the Companies Act, 2013 (the "Act") and the Rules made thereunder in a fair and transparent manner including scrutinizing postal ballot voting and voting by electronic means (e-voting) in respect of the Special Resolutions set out in the Notice of Postal Ballot (" Notice"), dated 8<sup>th</sup> February, 2019.
2. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Act and the Rules thereto relating to e-voting, voting by Postal Ballot on the Special Resolutions set out in the Notice.
3. Our responsibility as a Scrutinizer is limited to prepare and submit a 'Consolidated Scrutinizer's Report' of the votes casted by the Members of the Company "in favour" or "against" the resolutions set out in the Notice.
4. In accordance with the Act, the Notice were dispatched to the Members by prescribed modes on 23<sup>rd</sup> February 2019. The e-voting commenced on Sunday, 24<sup>th</sup> February 2019 at 09:00 a.m and ended on Monday, 25<sup>th</sup> March, 2019 at 05:00 p.m both for physical ballots and e-voting respectively. The Company had engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing the e-voting facility to all its Members.
5. The Equity Shareholders of the Company holding shares as on 15<sup>th</sup> February, 2019 (the cut-off date), were entitled to vote on the resolutions stated in the Postal Ballot Notice.



6. The votes cast through e-voting for **EVEN: 110452, ISIN: INE806C01018** was downloaded from NSDL website on 25<sup>th</sup> February, 2019, at around 5.15 p.m. IST in the presence of two witnesses, viz., Ms. Madhumita Khan and Mr. Tarun Chatterjee, Advocate who are not in the employment of the Company. They have given confirmation that the votes were unblocked in their presence.
7. The postal ballot forms received by post till the time fixed for closing of the Postal Ballot i.e. upto 5.00 p.m on 25<sup>th</sup> March, 2019 were opened in the presence of two witnesses, viz., Ms. Madumita Khan and Mr. Tarun Chatterjee, Advocate who are not in the employment of the Company. The postal ballot forms were scrutinized and reconciled with the records maintained by the Registrar and Share Transfer Agents (RTA) , CB Management Services (P) Ltd., P-22, Bondel Road, Kolkata 700019 of the Company with the authorization lodged with the Company / RTA.
8. The Postal Ballots which were incomplete, and /or which were otherwise found defective have been treated as invalid and kept separately.
9. We hereby submit Consolidated Scrutinizer Report of the above postal ballot including e-voting in respect of passing of the resolutions set out in Postal Ballot Notice.



**Item No. 1:** Approval for continuation of current term of Mr. R.L. Gaggar, Independent Director

**(Special Resolution)**

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of Members of the Company be and is hereby accorded to Mr. R. L. Gaggar (DIN 00066068), Independent Director of the Company to continue to hold his term of office under the current tenure of his appointment which ends on 27<sup>th</sup> July, 2019 notwithstanding that he had attained the age of 75 years on 1<sup>st</sup> December, 2007.

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

(I) **Number of members and numbers of votes in favour of the Resolution :**

Postal Ballot Voting	No. of members who voted	No. of valid votes cast	% of total number of valid votes cast
Physical ballot	107	7812	95.27
e-voting	66	5685314	99.94
<b>Total</b>	<b>173</b>	<b>5693126</b>	<b>99.94*</b>

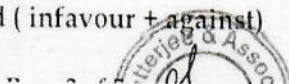
(II) **Number of members and number of votes against the Resolution :**

Postal Ballot Voting	No. of members who voted	No. of valid votes cast	% of total number of valid votes cast
Physical ballot	9	388	4.73
e-voting	7	3307	0.06
<b>Total</b>	<b>16</b>	<b>3695</b>	<b>0.06*</b>

(III) **Total numbers of members and total numbers of votes :**

Postal Ballot Voting	No. of members who voted	No. of valid votes cast
Physical ballot	116	8200
e-voting	73	5688621
<b>Total</b>	<b>189</b>	<b>5696821</b>

\* Percentage of total votes casted ( infavour + against)



(IV) Invalid votes

Postal Ballot Voting	No. of members who voted	No. of votes cast
Physical ballot	NIL	NIL

Item No. 2: Approval for continuation of current term of Dr. T. Mukherjee, Independent Director

(Special Resolution)

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of Members of the Company be and is hereby accorded to Dr. T. Mukherjee (DIN 00004777), Independent Director of the Company to continue to hold his term of office under the current tenure of his appointment which ends on 31<sup>st</sup> March, 2021 notwithstanding that he had attained the age of 75 years on 13<sup>th</sup> October, 2017.

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

(V) Number of members and numbers of votes in favour of the Resolution :

Postal Ballot Voting	No. of members who voted	No. of valid votes cast	% of total number of valid votes cast
Physical ballot	109	8044	98.10
e-voting	67	6726128	99.95
Total	176	6734172	99.95*

(VI) Number of members and number of votes against the Resolution :

Postal Ballot Voting	No. of members who voted	No. of valid votes cast	% of total number of valid votes cast
Physical ballot	7	156	1.90
e-voting	7	3307	0.05
Total	14	3463	0.05*



(VII) Total numbers of members and total numbers of votes :

Postal Ballot Voting	No. of members who voted	No. of valid votes cast
Physical ballot	116	8200
e-voting	74	6729435
<b>Total</b>	<b>190</b>	<b>6737635</b>

\* Percentage of total votes casted ( infavour + against)

(VIII) Invalid votes

Postal Ballot Voting	No. of members who voted	No. of votes cast
Physical ballot	NIL	NIL

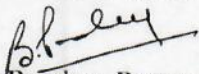
Notes:

- Based on the data furnished to us and verified by us as above, all the resolutions contained in Postal Ballot Notice dated 8<sup>th</sup> February, 2019 have been passed with requisite majority of the shareholders as specified under the Companies Act, 2013.
- The figures in percentage have been rounded off.
- The Postal Ballots along with the Electronic data and all other relevant records relating to postal ballot and e-voting have been sealed and kept in our safe custody till the Chairman considers, approves and signs the minutes of the meeting and the same shall be handed over thereafter to the Chairman/person authorized by him for safe keeping.
- This report is issued in accordance with the terms of our engagement.

Thanking you,

Yours faithfully

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



**Binita Pandey- Partner**  
Practicing Company Secretary  
Membership No: A41594  
Certificate of Practice: 19730

Place: Kolkata

Date: 27-03-2019