

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

November 16, 2016

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

Department of Corporate Affairs
BSE Limited
PJ Towers
Dalal Street
Fort
Mumbai 400 001

National Stock Exchange of India Limited
Exchange Plaza
Plot No C-1, Block 'G'
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051

Dear Sir/Madam,

Sub: Postal Ballot Notice & Advertisement relating dispatch of Notice.

Pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Notice dated 7th November, 2016 convening the Postal Ballot for obtaining necessary approval of the Shareholders of TIL Limited ('the Company') by way of Special Resolution, as sent to Shareholders.

We are also enclosing a copy of the advertisement published on 16th November, 2016 in 'The Financial Express' and 'Aajkal' informing the Shareholders of the Company regarding completion of dispatch of Postal Ballot Notice along with Postal Ballot Forms to the Shareholders on 15th November, 2016.

Kindly take the above on your records.

Thanking You,

Yours faithfully,
For **TIL Limited**


Sekhar Bhattacharjee
Company Secretary

Encl: As above

P.O. Box 323, Kolkata 700 001

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Dear Shareholder(s),

NOTICE OF POSTAL BALLOT

Notice is hereby given under Section 110(1)(a) of the Companies Act, 2013 (**"the Act"**) read with Rule 22(16)(a) and 22(16)(b) of the Companies (Management and Administration) Rules, 2014 (**"Companies M&A Rules"**) for obtaining assent of the requisite majority of the Shareholders of the Company by means of Postal Ballot on the Special Resolution set out in this Notice. In terms of Rule 22(1) and Rule 22(15) of the Companies M&A Rules read with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI LODR"**), Shareholders are also provided with the facility of voting through electronic means (**"e-voting"**).

The explanatory statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the Special Resolution setting out the material facts and the reasons thereof is set out below for your consideration and the Postal Ballot Form is annexed with this Notice.

Shareholders desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed herein and return the Postal Ballot Form duly completed in the enclosed self addressed Business Reply Envelope. Postal Ballot Form can also be sent by courier/ speed post at the expense of the Shareholders or be deposited personally at the address given on the self addressed Business Reply Envelope.

Shareholders desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to Postal Ballot in this Notice include votes received electronically.

Voting through Postal Ballot shall commence from 16th November, 2016 and end on 15th December, 2016. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of the working hours [i.e. 17:00 Hours (IST)] on Thursday, 15th December, 2016 to be eligible for being considered, failing which it will stand rejected. The e-voting portal shall be blocked by National Securities Depository Limited (NSDL) on 15th December, 2016 at 17:00 Hours (IST) after which e-voting shall not be possible. Shareholders are accordingly requested to take note of the above timelines while exercising their voting.

Based on the Scrutinizer's Report to the Chairman of the Company, the Results of the Postal Ballot and e-voting will be declared on Saturday, 17th December, 2016 at the Registered office of the Company. Such Results, alongwith Scrutinizer's Report, will be available on the Company's website www.tilindia.com under the section 'Investor Info' and will be forwarded to the Stock Exchange where the Company's shares are listed.

Item No. 1

Alteration of Clause III of Memorandum of Association of the Company

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 ("Act") read with all other applicable provisions and rules to the Act (including any statutory modification or re-enactment thereof), consent of the Company be and is hereby accorded to replace the existing clause III of the Memorandum of Association of the Company with the revised clause III of the Memorandum of Association of the Company."

"RESOLVED FURTHER THAT Mr. Sumit Mazumder, Chairman & Managing Director, Mr. Alope Banerjee, President & Chief Financial Officer and Mr. Sekhar Bhattacharjee, Company Secretary be and are hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to this resolution."

Item No. 2

Adoption of new set of Articles of Association of the Company

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to and in accordance with the provisions of Section 14 of the Companies Act, 2013 (“Act”) and all other applicable provisions and rules, if any, of the Act or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof), consent of the Company be and is hereby accorded to adopt a new set of Articles of Association of the Company in place of existing set of Articles of Association of the Company.”

“RESOLVED FURTHER THAT Mr. Sumit Mazumder, Chairman & Managing Director, Mr. Alope Banerjee, President & Chief Financial Officer and Mr. Sekhar Bhattacharjee, Company Secretary be and are hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to this resolution.”

By order of the Board
Sekhar Bhattacharjee
Company Secretary

Place : Kolkata

Date : 7th November, 2016.

NOTES AND INSTRUCTIONS:

1. Shareholders who have registered their e-mail IDs with depositories or with the Company for this purpose are being sent Postal Ballot Notice by e-mail and Shareholders who have not registered their e-mail IDs will receive Postal Ballot Notice along with Postal Ballot Form through Registered Post/Speed Post/Courier. Shareholders casting their vote through Postal Ballot Form should use the Business Reply Envelope provided with this Notice and duly seal the same before sending it through post. Envelopes containing the Postal Ballot Form will also be accepted if physical copy thereof, duly sealed inside the attached Business Reply Envelope is sent by any other mode at the expense of the Shareholder. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the link http://www.tilindia.in/investor/investor_info.php or from the ‘Investor Info’ section on the Company’s website www.tilindia.in.
2. The consent must be accorded by recording the assent in the column ‘FOR’ or dissent in the column ‘AGAINST’ by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
3. The Postal Ballot Form should be signed by the Shareholder as per the specimen signature registered with the Company. In case shares are jointly held, the Postal Ballot Form should be completed and signed by the first named holder and in his/her absence, by the next named holder. Holders of Power of Attorney (PoA) on behalf of a Shareholder may vote on the Postal Ballot Form mentioning the Registration No. of the PoA registered with the Company or attach notarially attested copy of the PoA. Unsigned/ Incomplete Postal Ballot Forms will be rejected.
4. Shareholders holding shares in dematerialised form are advised, in their own interest, to get their signatures verified by their Bankers/Depository Participants (“DPs”). The signature should be verified by their Bankers/ DPs by affixing seal mentioning name and address of the Banker/ DPs and name, stamp and signature of the Authorised Signatory.
5. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably, with the attested specimen signature(s) of the duly Authorised Signatory(ies) giving the requisite authority to the person voting on the Postal Ballot Form.
6. Shareholders are requested not to send any document (other than the Resolution/ Authority as mentioned above) along with the completed Postal Ballot Form inside the enclosed Business Reply Envelope, as all such envelopes without opening will be sent to the Scrutinizer. Should any extraneous matter be found in any such envelope, the same will not be considered and would be destroyed by the Scrutinizer.
7. There will be only one Postal Ballot Form for each Folio/ Client Id.
8. Shareholders cannot exercise his/her vote by proxy on Postal Ballot.
9. The cut-off date is 8th November, 2016 and shall be the date reckoned for voting both by Postal Ballot and e-voting.
10. Shareholders may request for duplicate Postal Ballot Form, if so required. Request of issuance of duplicate Postal Ballot shall be made to our Registrar and Share Transfer Agent (RTA) M/s. C B Management Services (P) Ltd., P-22, Bondel Road, Kolkata 700019, Tel: (033) 40116700/6711/6718, E-mail: rta@cbmsl.com/mustafik@cbmsl.co. The Duplicate Form duly completed should reach the Scrutinizer not later than the close of the working hours on Thursday, 15th December, 2016 being the last date for receiving the same.
11. Shareholders are requested to fill the Postal Ballot Form in indelible ink and avoid filing it by using erasable writing medium(s) like pencil.

Voting through electronic means:

12. The Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Shareholders, if they so opt, to cast their votes electronically instead of filling in and dispatching the Postal Ballot Form.

13. E-voting Instructions –

(i) The voting period begins on 16th November, 2016 at 9 A.M. and ends on 15th December, 2016 at 5 P.M. During this period, Shareholder holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 8th November, 2016 may, if they so opt, cast their vote electronically. The e-voting portal shall be blocked by NSDL at 5 P.M. on 15th December, 2016, after which no voting shall be possible.

(ii) Shareholders can commence e-voting as soon as they receive an e-mail from NSDL. In order to commence e-voting the following guidelines may be followed:

- a) Open e-mail and open PDF file viz; "TIL remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- c) Click on Shareholder - Login
- d) Put user ID and password as initial password/PIN noted in step (a) above. Click Login.
- e) Password change Menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f) Home page of remote e-voting opens. Click on remote e-Voting: Active Voting Cycles.
- g) Select "EVEN" (Electronic Voting Event Number) of TIL Limited.
- h) Now you are ready for remote e-voting as Cast Vote page opens.
- i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- j) Upon confirmation, the message "Vote cast successfully" will be displayed.
- k) Once you have voted on the resolution, you will not be allowed to modify your vote.
- l) Corporates/Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. who are authorized to vote to the Scrutinizer through e-mail to tchatterjeeassociates@gmail.com with a copy marked to evoting@nsdl.co.in.

(iii) In case a Shareholder receives physical copy of the Notice of Postal Ballot [for Shareholders whose e-mail Ids are not registered with the Company/Depository participant(s) or requesting physical copy] and wish to undertake e-voting:

a) Initial password is provided in the Postal Ballot Form in the following format:

EVEN (Electronic Voting Even Number)	USER ID	PASSWORD

b) Please follow all steps from Sl. No. b) to Sl. No. l) above, to cast vote.

(iv) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

(v) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

(vi) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

14. Shareholders may submit their queries/ grievances, etc. connected to Postal Ballot to *Secretarial. Department@tilindia.com*, *mustafik@cbmsl.co* and *tchatterjeeassociates@gmail.com* or contact Mr. Kuntal Mustafi, Manager, M/s CB Management Services (P) Ltd., P-22, Bondel Road, Kolkata- 700 019, Tel: (033) 4011 6700/6711/6718, Mobile No. +91 9331089046.

15. The Company has appointed Mr. T. Chatterjee, Practicing Company Secretary (Membership No. 6935), to act as the Scrutinizer for the purposes of regulating the voting through Postal Ballot in a fair and transparent manner.

16. In case a Shareholder votes through both e-voting and Postal Ballot, voting done through Postal Ballot will be ignored.

17. The Scrutinizer shall, not later than two working days from the conclusion of the voting through Postal Ballot, submit his report on the voting pattern in accordance with the procedure set out in Companies M&A Rules to the Chairman.

18. The Chairman shall on receipt of such report from the Scrutinizer declare the result of the voting latest by 17th December, 2016 and the same shall also be uploaded on the website of the Company at www.tilindia.in.
19. The resolutions, where assented to by the requisite majority of the Shareholders by means of Postal Ballot, shall be deemed to have been duly passed on the date of the announcement of the result as aforesaid on 17th December, 2016 and in terms of Section 110(2) of the Act shall be deemed to have been duly passed at a general meeting convened in that behalf.
20. The Scrutinizer's decision on the validity of a completed Postal Ballot Form shall be final.

ANNEXURE TO NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

Upon enactment of the Companies Act, 2013 various provisions of the Companies Act, 1956 have been repealed and in view of the same the Memorandum of Association of the Company needs to be re-aligned as per the provisions of the new Act.

Accordingly, it is proposed to replace the existing clause III of Memorandum of Association of the Company, with a new clause III primarily based on Table "A" of Schedule I to the Companies Act, 2013 which sets out the model Memorandum of Association for a Company limited by Shares.

As per Sections 4 and 13 of the Companies Act 2013, read with Companies (Incorporation) Rules, 2014, any alterations proposed to be made in the Memorandum of Association of the Company requires the approval of the Shareholders vide a Special Resolution.

The Board of Directors have already passed a resolution, subject to approval of the Shareholders, for alteration of clause III of Memorandum of Association by the Company.

Accordingly, the Board of Directors of the Company seek the approval of the Shareholders of the Company for the aforesaid alteration by way of a Special Resolution. A copy of the existing and altered Memorandum of Association will be available for inspection in physical or in electronic form during the business hours i.e. from 9:00 a.m. to 5:00 p.m. (Monday to Friday) at the Registered Office of the Company at 1, Taratolla Road, Garden Reach, Kolkata- 700 024.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution for the approval by the Shareholders as a Special Resolution.

Item No. 2:

Pursuant to enactment of the Companies Act, 2013 various provisions of the Companies Act, 1956 have been changed, altered and/or repealed and in view of the same the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act.

Accordingly, it is proposed to adopt a new set of Articles of Association of the Company, primarily based on Table "F" of Schedule I to the Companies Act, 2013 which sets out the model Articles of Association for a Company limited by Shares, and also including such additional matters as are necessary for the management of the Company in place of the existing Articles of Association.

The Board of Directors have already passed a resolution, subject to approval of the Shareholders, for adoption of a new set of Articles of Association by the Company.

Accordingly, the Board of Directors of the Company seek the approval of the Shareholders of the Company for the aforesaid alteration by way of a Special Resolution. A copy of the existing and altered Articles of Association will be available for inspection in physical or in electronic form during the business hours i.e. from 9:00 a.m. to 5:00 p.m. (Monday to Friday) at the registered office of the Company at 1, Taratolla Road, Garden Reach, Kolkata- 700 024.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution for the approval by the Shareholders as a Special Resolution.

By order of the Board

Sekhar Bhattacharjee
Company Secretary

Place : Kolkata

Date : 7th November, 2016.

CIN: L74999WB1974PLC041725
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Website : www.tilindia.in
Tel : 6633 2000, 6633 2845
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POSTAL BALLOT FORM

(Pursuant to Section 110 of Company Act, 2013)

Serial No :

Sl. No.	Particulars	Details
1.	Name and Registered address of the First Named Shareholder (IN BLOCK LETTERS)	
2.	Name(s) of Joint Holder(s), if any	
3.	Registered Folio No. / Client ID No. (Applicable for investors holding shares in dematerialized form)	
4.	Class of Shares	EQUITY
5.	Number of Shares held	

I/We hereby exercise my/our vote in respect of the Special Resolution(s) to be passed through Postal Ballot/e-Voting by conveying my/our assent or dissent to the said resolutions by placing [] tick mark in the appropriate box below:

No.	Item	No. of Shares for which vote cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution for Alteration of Clause III of Memorandum of Association of the Company			
2.	Special Resolution for adoption of new set of Articles of Association of the Company			

Place :

Date :

Signature(s) of the Shareholder/Authorised Representative

e-Voting Particulars

EVEN (e-Voting Event Number)	USER ID	PASSWORD / PIN

NOTE:

- Kindly read the instructions printed overleaf before the filling the Form.
- Last Date for receipt of the Postal Ballot Forms by the Scrutinizer is Thursday, 15th December, 2016.

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot form, and send to the Scrutinizer in the enclosed self-addressed and postage prepaid envelope. No postage is required, however, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of or deposited at the address given therein by the registered member will also be accepted. The envelopes containing the Postal Ballot should reach the Scrutinizer not later than the close of the working hours on Thursday, 15th December, 2016.
2. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the members as on 8th November, 2016.
3. The self-addressed pre-paid envelope bears the name of the Scrutinizer appointed by the Board of Directors of the company.
4. The forms should be completed and signed by the sole/first named Shareholder. In the absence of the first named Shareholder in the joint holding, the Form may be completed and signed by the next named Shareholder.(However, where the Form is sent separately by the first named Shareholder and the joint holder(s), the vote of the first named Shareholder would be valid).
5. Duly completed form should reach Scrutinizer on or before the closing working hours on Thursday, the 15th December, 2016. All forms received after this date will be treated as if reply from the Shareholders has not been received.
6. There will be only one Postal Ballot Form for every folio irrespective of the number of joint share holder(s).
7. In case of shares held by Companies, Trusts etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board resolution/Authority, with signature(s) of the authorized signatory(ies).
8. Members are requested not to send any other matter along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
9. Incomplete, unsigned or incorrectly filled Postal Ballots Forms are subject to rejection by the Scrutinizer.
10. The vote should be cast either in favour of or against by putting the tick [✓] mark in the column provided for assent or dissent. Postal Ballot form bearing [✓] in the both column will render the form and vote contained therein invalid.

