

**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

17<sup>th</sup> December, 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

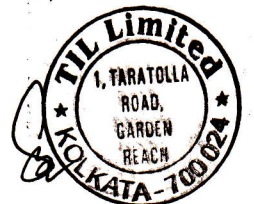
Dear Sir/Madam,

**Sub: Disclosure of Voting Result of the Postal Ballot in terms of Regulation 30 of SEBI  
(Listing Obligations & Disclosure Requirements) Regulations, 2015**

Please refer to our letter dated November 16, 2016 addressed to the Stock Exchanges enclosing therewith the Notice and Explanatory Statement convening the Postal Ballot for obtaining necessary approval of the Shareholders of TIL Limited ('the Company') by way of Special Resolution for the following matters as set out in the said Notice dated 7<sup>th</sup> November, 2016:

1. Alteration of Clause III of Memorandum of Association of the Company.
2. Adoption of new set of Articles of Association of the Company.

In this connection, we would like to inform you that as per the Report submitted by the Scrutinizer, Mr. T. Chatterjee, Practicing Company Secretary (CP No. 6935) to the Company Secretary on 17<sup>th</sup> December, 2016, the aforesaid Resolutions has been passed by the Shareholders of the Company with requisite majority. Based on the Scrutinizer's Report, the Company Secretary has declared the Result of the Postal Ballot today, the 17<sup>th</sup> December, 2016.



A copy of the Scrutinizer's Report along with certified copy of the Result as declared by the Company is enclosed herewith for your kind perusal and records.

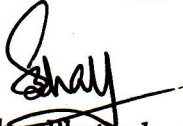
The result and the Scrutinizer's Report are also being hosted on the website of the Company at [www.tilindia.in](http://www.tilindia.in) and will be published in the newspapers.

This letter and enclosures are provided in accordance with the requirements of Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Kindly take the above on your records.

Thanking You,

Yours faithfully,  
For TIL Limited



Sekhar Bhattacharjee  
Company Secretary

Encl: As above

## CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to section 110 of the Companies Act, 2013 read with Rule 22(16)(a) and 22(16)(b) of the Companies (Management and Administration) Rules, 2014]

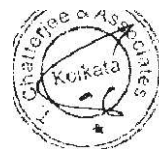
To  
The Chairman  
TIL Limited (CIN L74999WB1974PLC041725)  
1, Taratolla Road, Garden Reach,  
Kolkata 700024

Sir,

1. I, Tarun Chatterjee, Company Secretary in whole time practice, have been appointed by the Board of Directors of TIL Limited (the Company), as a Scrutinizer for the purpose of Scrutinizing the vote casted by the Equity Shareholders of the Company on Postal Ballot including voting by electronic means (e-voting ) carried out in respect of passing of **Special Resolutions** by means of Postal Ballot as set out in the Notice of Postal Ballot dated 7<sup>th</sup> November, 2016, in terms of Rule 22(1) and Rule 22(15) of the Companies (Management and Administration) Rules, 2014, read with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").
2. The Company has completed the dispatch of Notice of passing Special Resolutions by Postal Ballot together with Ballot, user ID and Password to all the members as on 8<sup>th</sup> November, 2016, the cut-off date , on Tuesday, 15<sup>th</sup> November, 2016.



3. In terms of the aforesaid Notice , e-voting remained open from 16<sup>th</sup> November, 2016 (9:00 AM) to 15<sup>th</sup> December, 2016 (5:00 PM). Voting through Postal Ballot commenced from 16<sup>th</sup> November, 2016 and ended on 15<sup>th</sup> December, 2016, at close of the working hours [i.e. 5.P.M.].
4. After the expiry of voting period i.e. 15<sup>th</sup> November,2016 (5 P.M.) , on 16<sup>th</sup> November , 2016 , at 2.P.M , the locked ballot box was opened in the presence of the following two witnesses not in the employment of the Company and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company.
- a) CS.Shraddha Gupta : *Shraddha Gupta*
- b) CS.Shivani Jaiswal : *Shivani Jaiswal*
- The ballot papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.
5. The Company had also provided the e-voting facility to its members as per the provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 which remained open from 16<sup>th</sup> November, 2016 (9:00 AM) to 15<sup>th</sup> December, 2016 (5:00 PM). The Board of Directors of TIL Limited, also appointed me as a Scrutinizer for the purpose of scrutinizing the e-voting process , in terms of Notice of Postal Ballot dated 7<sup>th</sup> November,2016 .
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 passing of Special Resolutions by Postal Ballot and voting through electronic means on the Special Resolutions contained in the Notice of Postal Ballot dated 7<sup>th</sup> November,2016 . My responsibility as a Scrutinizer is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated, based on the reports generated from the e-voting system provided by the National Securities Depository Limited ("NSDL") , the authorized agency to provide e-voting facilities, engaged by the Company and postal ballots received till 15<sup>th</sup> November,2016 upto to 5P.M.



7. I do hereby submit the Consolidated Report of vote casted through Postal Ballots as well as on e-voting on the Special Resolutions contained in the Notice of Postal Ballot dated 7<sup>th</sup> November,2016 of the Company :-

**Item No. 1: Alteration of Clause III of Memorandum of Association of the Company**  
**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.”

**The Results of voting conducted are as under:**

	<b>E-voting</b>	<b>Postal Ballot (valid)</b>	<b>Total</b>
Number of Shareholders voted	66	31	97
Number of shares held	6895148	2415	6897563
Number of voters voted in favour of the Resolution	58	31	89
Number of voters voted against the Resolution	8	0	8
<b>Number of votes in favour of the Resolution</b>	<b>6894961</b>	<b>2415</b>	<b>6897376</b>
Percentage of votes in favour of the Resolution	99.99	100	99.99
<b>Number of votes against the Resolution</b>	<b>187</b>	<b>0</b>	<b>187</b>
Percentage of votes against the Resolution	0.01	0	0.01



**Item No. 2: Adoption of new set of Articles of Association of the Company**  
**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.”

**The Results of voting conducted are as under:**

	<b>E-voting</b>	<b>Postal Ballot (valid)</b>	<b>Total</b>
Number of Shareholders voted	66	31	97
Number of shares held	6895148	2415	6897563
Number of voters voted in favour of the Resolution	59	31	90
Number of voters voted against the Resolution	7	0	7
<b>Number of votes in favour of the Resolution</b>	<b>6894962</b>	<b>2415</b>	<b>6897377</b>
Percentage of votes in favour of the Resolution	99.99	100	99.99
<b>Number of votes against the Resolution</b>	<b>186</b>	<b>0</b>	<b>186</b>
Percentage of votes against the Resolution	0.01	0	0.01

**Total Number of Ballot Forms Rejected**

Number of Ballot rejected	7
Number of shares held	1119
Reason of rejection	<ul style="list-style-type: none"><li>• Both Assent and Dissent columns are left blank.</li><li>• Signature Mismatch.</li></ul>



8. The Postal Ballot papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,

Yours faithfully



Tarun Chatterjee  
Practicing Company Secretary  
**Membership No.17195**  
**CP 6935**

Place: Kolkata

Date: 16<sup>th</sup> December, 2016



**TIL Limited**

CIN : L74999WB1974PLC041725

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1, Taratolla Road, Garden Reach

Kolkata-700 024

Ph : 6633-2000, 6633-2845

Fax : 2469-3731/2143

Website : www.tilindia.in

**VOTING RESULTS OF POSTAL BALLOT**

The Company viz. TIL Limited has conducted a Postal Ballot for obtaining the consent of its Shareholders by way of Special Resolution for the following items:

1. Alteration of Clause III of Memorandum of Association of the Company;
2. Adoption of new set of Articles of Association of the Company.

The Shareholders were provided the facility of voting through Postal Ballot form as well as through electronic means (e-voting). The Company had engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members.

The voting commenced on Wednesday, 16<sup>th</sup> November, 2016 at 0900 Hours and ended on Thursday, 15<sup>th</sup> December, 2016 at 1700 Hours.

The Board of Directors of the Company had appointed Mr. T. Chatterjee, Practicing Company Secretary (CP No. 6935), as the Scrutinizer for the purposes of regulating the voting through postal ballot and e-voting in a fair and transparent manner.

The Scrutinizer has submitted his Report on the Voting Result on 17<sup>th</sup> December, 2016 to the Company.

Based on the Scrutinizer's Report the Company has declared the results of the Postal Ballot as under:

**Item No. 1: Alteration of Clause III of Memorandum of Association of the Company**

	E-voting	Ballot Valid votes	Total
Number of Shareholders voted	66	31	97
Number of shares held	6895148	2415	6897563
Number of voters voted in favour of the Resolution	58	31	89
Number of voters voted against the Resolution	8	0	8
<b>Number of votes in favour of the Resolution</b>	<b>6894961</b>	<b>2415</b>	<b>6897376</b>
Percentage of votes in favour of the Resolution	99.99	100	99.99
<b>Number of votes against the Resolution</b>	<b>187</b>	<b>0</b>	<b>187</b>
Percentage of votes against the Resolution	0.01	0	0.01





**Item No. 2: Adoption of new set of Articles of Association of the Company**

	E-voting	Ballot Valid votes	Total
Number of Shareholders voted	66	31	97
Number of shares held	6895148	2415	6897563
Number of voters voted in favour of the Resolution	59	31	90
Number of voters voted against the Resolution	7	0	7
<b>Number of votes in favour of the Resolution</b>	<b>6894962</b>	<b>2415</b>	<b>6897377</b>
Percentage of votes in favour of the Resolution	99.99	100	99.99
<b>Number of votes against the Resolution</b>	<b>186</b>	<b>0</b>	<b>186</b>
Percentage of votes against the Resolution	0.01	0	0.01

Based on the above, the Special Resolution set forth in the Notice dated 7<sup>th</sup> November, 2016 convening the Postal Ballot is declared to be passed by the Shareholders of the Company with requisite majority.

Place: Kolkata

Date: 17<sup>th</sup> November, 2016

**TIL Limited**

  
SEKHAR BHATTACHARJEE  
COMPANY SECRETARY