

TIL Limited

CIN : L74999WB1974PLC041725

Registered Office:

1, Taratolla Road, Garden Reach

Kolkata-700 024

Ph : 6633-2000, 6633 2645

Fax : 2469-3731/2143

Website www.tilindia.in

July 1, 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,

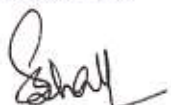
Sub: Notice of 41st Annual General Meeting and despatch of Annual Report

Pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Notice dated 27th May, 2016 convening the 41st Annual General Meeting of TIL Limited ('the Company') to be held on 22nd July, 2016 at 10:00 Hours IST at the Registered Office of the Company at 1, Taratala Road, Garden Reach, Kolkata - 700024 along with a copy of the Annual Report of the Company for the financial year 2015-16.

We are also enclosing a copy of the advertisement published on 30th June, 2016 in 'The Financial Express' (English) and 'Aajkal' (Vernacular) informing the Shareholders of the Company regarding completion of despatch of the Notice of the 41st Annual General Meeting of the Company along with the Annual Report for the financial year 2015-16 to the Shareholders on 28th June, 2016. The Shareholders have also been informed in the aforesaid advertisement about the Book Closure and the electronic voting facility to be provided to the Shareholders to exercise their right to vote on Resolutions proposed to be considered at the Annual General Meeting.

Kindly take the above on your records.

Thanking You,

Yours faithfully,
For TIL Limited
Sekhar Bhattacharjee
Company Secretary

Encl: As above



NOTICE

OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 41st Annual General Meeting of the Members of TIL LIMITED ('the Company') will be held on Friday, 22nd July 2016 at 10:00 Hours IST at the Registered Office of the Company at 1, Taratolla Road, Garden Reach, Kolkata- 700 024 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended on 31st March 2016 together with the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. S. Mazumder (DIN 00116654), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Deloitte Haskins & Sells (Firm Registration No. 302009E), Chartered Accountants, Kolkata as Statutory Auditors of the Company and fix their remuneration.
4. To fix remuneration of M/s. D. Radhakrishnan & Co. (Firm Registration No. 000018), Cost Auditors of the Company for the financial year 2016-17.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the said Act and in accordance with Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Ms. Veena Hingarh (DIN 00885567) be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for a term of five years commencing from 26th March 2016."
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the said Act and in accordance with Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Dr. T. Mukherjee (DIN 00004777) be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of five years commencing from 1st April 2016."

Kolkata
27th May 2016

By Order of the Board
Sekhar Bhattacharjee
Company Secretary

NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 16th July 2016 to Friday, 22nd July 2016 (both days inclusive) for annual closing.
2. Explanatory Statement relating to the items of Special Business as required under Section 102 of the Companies Act, 2013, is annexed hereto.
3. Members are requested to produce the enclosed Attendance Slip duly signed as per the specimen signature recorded with the Company/Depository Participant for admission to the meeting hall.
4. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting.

5. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios are requested to write to the Company or its Registrar and Share Transfer Agent.
7. Pursuant to Section 205A(5) of the Companies Act, 1956 (as amended) any money transferred to the unpaid dividend account of the Company remaining unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred to Investor Education & Protection Fund (IEPF), constituted by the Central Government. So, you are advised to claim the same from the Company immediately. The due dates of transfer of the following dividend to the Fund are as under:

| Dividends for the year | Date of Declaration of dividend | Due date of transfer to the Fund |
|-------------------------------|--|---|
| 2008-2009 | 28.07.2009 | 3rd September 2016 |
| 2009-2010 | 29.07.2010 | 4th September 2017 |
| 2010-2011 | 26.07.2011 | 1st September 2018 |
| 2011-2012 | 31.07.2012 | 7th September 2019 |
| 2012-2013 | 30.07.2013 | 6th September 2020 |
| 2013-2014 | 28.07.2014 | 4th September 2021 |

The Company had, accordingly, transferred ₹ 260,348/- (Rupees Two Lakh Sixty Thousand Three Hundred and Forty Eight) being the unclaimed and unpaid dividend amount pertaining to Final Dividend, 2007 on 7th September 2015 to the Investor Education and Protection Fund.

8. Members are requested to quote their Folio Number/Client ID and DP ID in all correspondence and Members holding shares in physical form are requested to advise change of address, if any, to the Company or its Registrar and Share Transfer Agent. All intimation of change of address must state the PIN code for proper delivery.

9. Members are requested to immediately intimate their bank particulars giving the name of the bank, branch and type of account to the Company's Registrar and Share Transfer Agent, C. B. Management Services (P) Ltd., P-22, Bondel Road, Kolkata 700 019. It is extremely important for the interest of the Members to furnish bank particulars to avoid fraudulent transactions.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
11. Details under Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director(s) seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the Notice. The Director(s) have furnished the requisite declarations for their appointment/re-appointment.
12. Members are requested to bring their copies of the Annual Report at the Meeting.
13. Electronic copy of the Annual Report for FY 2015-16 is being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copy of the Annual Report for FY 2015-16 is being sent in the permitted mode.
14. Electronic copy of the Notice of the 41st Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copy of the Notice of the 41st Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
15. Members may also note that the Notice of the 41st Annual General Meeting and the Annual Report for FY 2015-16 will also be available on the Company's website www.tilindia.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (09:00 Hours IST to 18:00 Hours IST) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
- 17. Voting through electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the 41st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("e-Voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the Members attending the Meeting who have not cast their vote by e-Voting shall be able to exercise their right at the Meeting through ballot paper.

17. Voting through electronic means (Contd.)

- III. The Members who have cast their vote by e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The e-Voting period commences on 19th July 2016 (09:00 Hours IST) and ends on 21st July 2016 (17:00 Hours IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th July 2016, may cast their vote by e-Voting. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

V. The process and manner for remote e-Voting are as under

- (i) 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 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 e-Voting opens. Click on e-Voting: Active Evoting Cycles.
 - (g) Select "EVEN" (Electronic Voting Event Number) of TIL Limited.
 - (h) Now you are ready for 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(s), 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.
- (ii) In case a Shareholder receives physical copy of the Notice [for Shareholders whose email 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 at the bottom of the Attendance Slip for the AGM in the following format:

| | | |
|--------------------------------------|---------|--------------|
| EVEN (Electronic Voting Even Number) | USER ID | PASSWORD/PIN |
|--------------------------------------|---------|--------------|
 - (b) Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.

- VI. In case of any query, 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.
 - VII. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password/ PIN for casting your vote.
 - VIII. 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).
 - IX. Shareholders may submit their queries/ grievances, etc. connected to e-Voting to Secretarial.Department@tilindia.com, mustafik@cbmsl.co and tchatterjeeassociates@gmail.com or contact Mr. Kuntal Mustafi, Manager, M/s. C B Management Services (P) Ltd., P-22, Bondel Road, Kolkata 700 019, Tel : (033) 4011 6700/6711/6718, Mobile No. : 9331089046.
 - X. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 15th July 2016.
 - XI. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. 15th July 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
 - XII. A Member may participate in the AGM even after exercising his right to vote through e-Voting but shall not be allowed to vote again at the AGM.
 - XIII. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-Voting as well as voting at the AGM through ballot paper.
 - XIV. Mr. T. Chatterjee, Practising Company Secretary (CP No. 6935) of M/s. T. Chatterjee & Associates has been appointed as the Scrutinizer to scrutinize the voting and e-Voting process in a fair and transparent manner.
 - XV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those Members who are present at the AGM but have not cast their votes by availing the e-Voting facility.
 - XVI. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the Meeting and thereafter unblock the votes cast through e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - XVII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.tilindia.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.
18. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.

19. INFORMATION REQUIRED TO BE FURNISHED UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The particulars of Director(s) proposed to be appointed/re-appointed are given below:

| | |
|--|---|
| Name | Mr. S. Mazumder |
| Age | 68 Years |
| Qualifications | M.B.A (Sam House State University, Texas) |
| Date of Last Appointment | 1st June 2014 |
| Expertise | Mr. S. Mazumder joined the Company in 1987 and was appointed as the Managing Director of the Company in July 1995. He became the Chairman & Managing Director of the Company with effect from June 2014. He is a Member of the Stakeholders Relationship Committee of the Board of Directors of the Company and is the Chairman of the Corporate Social Responsibility Committee of the Company. He is also the Chairman (Executive) of Tractors India Private Limited, a wholly owned subsidiary of the Company. Further, he is also a Director in Myanmar Tractors Ltd., Myanmar, TIL Overseas Pte. Ltd, Singapore, Tractors Nepal Pvt. Ltd., Nepal, The Coles Cranes Group Ltd., United Kingdom etc. Mr. Mazumder is a Director of The Bengal Club Ltd. He was appointed as the President of Confederation of Indian Industry (CII), New Delhi for the year 2015-16. |
| Chairman/ Director of other Companies | Chairman: Tractors India Pvt. Ltd. Director: Paharpur Cooling Towers Ltd. Director: West Bengal Industrial Development Corporation Ltd. Director: Ansuya Agencies Pvt. Ltd. Director: Subhmangal Tracom Pvt. Ltd. Director: Marbellous Trading Pvt. Ltd. Director: Salgurn Merchants Pvt. Ltd. Director: BP Commodities Pvt. Ltd. Director: The Bengal Club Ltd. Director: The Coles Cranes Group Ltd. Director: Myanmar Tractors Ltd. Director: Tractors Nepal Pvt. Ltd. Director: TIL Overseas Pte. Ltd. |
| Committee positions held in other Companies | 1. Tractors India Pvt. Ltd. (i) Corporate Social Responsibility Committee (Member) 2. Paharpur Cooling Towers Limited (i) Audit Committee (Member) (ii) Selection Committee (Member) (iii) Nomination and Remuneration Committee (Member) |

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

The Board of Directors at their meeting held on 8th February 2016, on recommendation of the Nomination and Remuneration Committee, re-appointed Ms. Veena Hingarh (DIN 00885567) as a Non-Executive Independent Director of the Company for a term of five years under Section 149 of the Companies Act, 2013 read with Schedule IV to the said Act and in accordance with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with effect from 26th March 2016. Her appointment is subject to approval of the Shareholders. Ms. Hingarh is also a Member of the Audit Committee of the Board of Directors of the Company.

She is also a Director in Tractors India Pvt. Ltd. and South-Asian Management Technologies Pvt. Ltd.

Ms. Hingarh is the Chairperson of the Audit Committee of Tractors India Pvt. Ltd. and is also a Member of the Nomination and Remuneration Committee of Tractors India Pvt. Ltd.

Ms. Hingarh does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

Ms. Hingarh has given a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Ms. Hingarh fulfills the conditions specified in the Companies Act, 2013 and Rules made there under and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her re-appointment as an Independent Director of the Company and is independent of the Management. Copy of the letter for appointment of Ms. Hingarh as a Non-Executive Independent Director is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. The same is also available on the website of the Company www.tilindia.in.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to avail services of Ms. Hingarh as an Independent Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Ms. Veena Hingarh as an Independent Director for a term of five years for the approval by the Shareholders of the Company.

Except Ms. Hingarh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ITEM NO. 6

The Board of Directors at their meeting held on 27th May 2016, on recommendation of the Nomination and Remuneration Committee, appointed Dr. T. Mukherjee (DIN 00004777) as a Non-Executive Independent Director of the Company for a term of five years under Section 149 of the Companies Act, 2013 read with Schedule IV to the said Act and in accordance with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with effect from 1st April 2016. His appointment is subject to approval of the Shareholders.

Dr. Mukherjee had joined the Board of the Company as a Non-Executive Independent Director in 2009. He had ceased to be an Independent Director w.e.f. 1st April 2014. However, Dr. T. Mukherjee has or had no pecuniary relationship with the Company, or its subsidiaries or their Promoters, or Directors, during the two immediately preceding financial years or during the current financial year and so has regained his independence.

He is currently associated with companies like West Bengal Industrial Development Corporation Ltd., Bharat Forge Ltd., IFB Industries Ltd., Rane (Madras) Ltd., Tata Advanced Materials Ltd. and Technoplus Consultants Private Limited. He is also on the Board of Tractors India Private Limited.

Dr. Mukherjee is also a Member of the Nomination & Remuneration Committee and Corporate Social Responsibility Committee of the Board of Directors of the Company.

Dr. Mukherjee does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Dr. Mukherjee has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

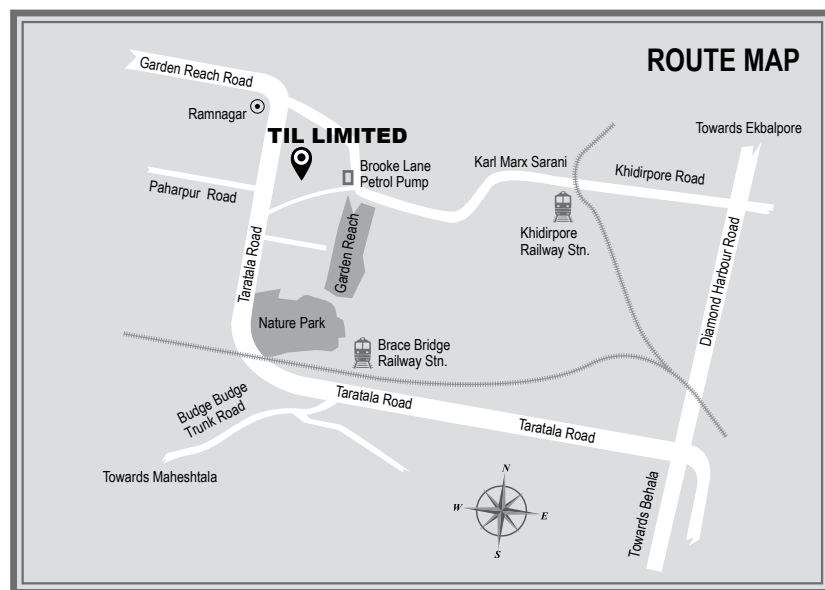
In the opinion of the Board, Dr. Mukherjee fulfills the conditions specified in the Companies Act, 2013 and Rules made there under and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the Management. Copy of the letter for appointment of Dr. Mukherjee as a Non-Executive Independent Director is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. The same is also available on the website of the Company www.tilindia.in.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to avail services of Dr. Mukherjee as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Dr. Mukherjee as an Independent Director for a term of five years for the approval by the Shareholders of the Company.

Except Dr. Mukherjee, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as a disclosure under Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kolkata
27th May 2016

By Order of the Board
Sekhar Bhattacharjee
Company Secretary



TIL LIMITED

CIN: L74999WB1974PLC041725

Registered & Corporate Office:
1, Taratala Road, Garden Reach
Kolkata 700 024, West Bengal, India
Tel: + 91 (033) 2469 3732-6, 6497 | 6633 2000, 2845
Fax: + 91 (033) 2469 2143/3731
Website: www.tilindia.in

টি আই এল লিমিটেড

[CIN: L74999WB1974PLC041725]

রেজিস্টার্ড অফিস : ১, তারাতলা রোড, গার্ডেন রীচ, কলকাতা - ৭০০ ০২৪
ফোন : (০৩৩) ৬৬৩৩ ২০০০/২৮৪৫; ফ্যাক্স : (০৩৩) ২৪৬৯ ৩৭৩১/২১৪৩
ওয়েবসাইট : www.tilindia.in



৪১তম বার্ষিক সাধারণ সভা, বই বন্ধ ও ইলেক্ট্রনিক পদ্ধতিতে
ভোটদান সম্পর্কিত তথ্য বিষয়ে নোটিস

এতদ্বারা বিজ্ঞাপিত করা হচ্ছে যে, ২৭শে মে, ২০১৬ তারিখের বার্ষিক সাধারণ সভার নোটিসে বর্ণিত কার্যবলি সম্পাদনের জন্য টিআইএল লিমিটেড ('কোম্পানি')-এর ৪১তম বার্ষিক সাধারণ সভা (এজিএম) ২২শে জুলাই, ২০১৬ তারিখে শুক্রবার, ১০.০০ ঘটিকায় কোম্পানির রেজিস্টার্ড অফিস ১, তারাতলা রোড, গার্ডেনরিচ, কলকাতা-৭০০ ০২৪-তে অনুষ্ঠিত হবে বলে নির্ধারিত হয়েছে।

কোম্পানি এজিএম-এর নোটিস, অটেস্ভেল স্লিপ ও প্রক্সি ফর্ম এবং ৩১শে মার্চ, ২০১৬-তে শেষ হওয়া বছর বাবদ বার্ষিক রিপোর্ট প্রেরণের কাজ নিম্নোক্তভাবে ২৮শে জুন, ২০১৬ তারিখে সম্পূর্ণ করেছে। (ক) যে সমস্ত সদস্যদের ই-মেল আইডি ডিপোজিটরি পার্টিসিপেন্ট (ডিপি)-এর রেকর্ডে রেজিস্টার্ড, তাদের ইলেক্ট্রনিক মেল (ই-মেল) মাধ্যমে এবং (খ) অন্যান্য যে সুরক্ষিত ই-মেল আইডি রেজিস্টার্ড নয়, তাদের অনুমোদিত পদ্ধতিতে তাদের নথিভুক্ত ডাকের ঠিকানায় পাঠানো হয়েছে। যে সব সদস্যরা এই সব নথিপত্রের ফিজিক্যাল কপি পেতে চান, কোম্পানি তাদের নথিভুক্ত ঠিকানায় বিনামূল্যে তা পাঠাবে। এই উদ্দেশ্যে সদস্যগণকে তাঁদের ডিপিআইডি ক্রায়েন্ট আইডি/ফোলিও নং উল্লেখ করে একটি ই-মেল secretarial.department@tilindia.com তে পাঠাতে অনুরোধ করা হচ্ছে। তাঁরা বার্ষিক রিপোর্ট, এজিএম-এর নোটিস, অটেস্ভেল স্লিপ ও প্রক্সি ফর্ম কোম্পানির ওয়েবসাইট www.tilindia.in থেকে ডাউনলোড করতে পারেন।

কোম্পানিজ অ্যান্ড ২০১৩ এর ৯১ ধারার সঙ্গে পঠিত কোম্পানিজ (ম্যানেজমেন্ট অ্যাণ্ড অ্যাডমিনিস্ট্রেশন) রুলস, ২০১৪-এর রুল ১০ এবং সিকিউরিটিস অ্যাণ্ড এক্সচেঞ্জ বোর্ড অফ ইণ্ডিয়া (লিস্টিং অবলিগেশন অ্যাণ্ড ডিসক্লোজার রিকোয়ারমেন্টস) রেগুলেশন, ২০১৫-এর রেগুলেশন ৪২-এর অনুষঙ্গী এজিএম-এর উদ্দেশ্যে কোম্পানির সদস্যদের রেজিস্টার্ড ও শেয়ার হস্তান্তর বই ১৬ই জুলাই, ২০১৬, শনিবার থেকে ২২শে জুলাই, ২০১৬, শুক্রবার পর্যন্ত (উভয়দিন সহ) বন্ধ থাকবে।

কোম্পানিজ অ্যান্ড ২০১৩-এর ১০৮ ধারা, কোম্পানিজ (ম্যানেজমেন্ট অ্যাণ্ড অ্যাডমিনিস্ট্রেশন) রুলস, ২০১৪-এর রুল ২০, কোম্পানিজ (ম্যানেজমেন্ট অ্যাণ্ড অ্যাডমিনিস্ট্রেশন) অ্যামেন্ডমেন্ট রুলস, ২০১৫ দ্বারা বিকল্পকৃত এবং সিকিউরিটিজ অ্যাণ্ড এক্সচেঞ্জ বোর্ড অফ ইণ্ডিয়া (লিস্টিং অবলিগেশনস অ্যাণ্ড ডিসক্লোজার রিকোয়ারমেন্টস) রেগুলেশন, ২০১৫-এর বিধানাবলির শর্ত অনুযায়ী ও তদনুসারে আরও বিজ্ঞাপিত করা হচ্ছে যে :

ক) কোম্পানি তার সদস্যদের প্রস্তাবিত বিষয় যেগুলি এজিএমে বিবেচিত হবে তার উপর ইলেক্ট্রনিক মাধ্যমে ভোটের সুযোগ দেবে। এজিএম স্থানের বাইরে থেকেও সদস্যরা ইলেক্ট্রনিক প্রক্সিয়ার ভোট দিতে পারবেন (রিমোট ই-ভোটিং)। এর জন্য কোম্পানি ন্যাশনাল সিকিউরিটিজ ডিপোজিটরি লিমিটেড ("এনএসডিএল")-এর সঙ্গে সদস্যদের রিমোট ই-ভোটিং পরিষেবা সংক্রান্ত চুক্তি করেছে।

খ) কাট অফ তারিখ অর্থাৎ শুক্রবার, ১৫ই জুলাই, ২০১৬-তে সদস্য/সুবিধাভোগী মালিক (ইলেক্ট্রনিক শেয়ার ধারনে)-এর নামে প্রদত্ত শেয়ার মূল্য নিবন্ধীকরণের ওপর ভোটাধিকার ন্যস্ত হবে। কোন ব্যক্তি, যার নাম ১৫ই জুলাই, ২০১৬-এর কাট অফ তারিখে ডিপোজিটরিজ কর্তৃক নিয়ন্ত্রিত সদস্য রেজিস্টার বা সুবিধাভোগী মালিকদের রেজিস্টারে নথিভুক্ত থাকবে তাঁরাই রিমোট ই-ভোটিং এবং এজিএমে ভোটাধিকারের সুযোগ পাবেন। একটি করে ইউসার আইডি এবং পাসওয়ার্ড ইলেক্ট্রনিক ভোটাধিকারের জন্য সব সদস্যকেই পাঠানো হয়েছে। এজিএম বিজ্ঞপ্তি পাওয়া যাবে এনএসডিএল ওয়েবসাইট <https://www.evoting.nsdl.com>-এও।

গ) ই-ভোটিং প্রক্রিয়া ৩ দিন চলেবে মঙ্গলবার, ১৯শে জুলাই, ২০১৬ (ভারতীয় সময় ০৯.০০ ঘটনা) থেকে বৃহস্পতিবার, ২১শে জুলাই, ২০১৬ (ভারতীয় সময় ১৭.০০ ঘটনা) পর্যন্ত। এর পরে ই-ভোটিং পরিষেবা ব্যবস্থা বিকল করে দেবে এনএসডিএল। প্রস্তাবে একবার ভোট দিলে তা বদলানো যাবে না। এজিএম বিজ্ঞপ্তিতে ই-ভোটিংয়ের বিকল প্রক্রিয়া/নির্দেশাবলী প্রদত্ত আছে। কোনও জিজ্ঞাসা বা অভিযোগ থাকলে <https://www.evoting.nsdl.com>-এর ডাউনলোড সেকশনে Frequently Asked Questions (FAQs) এবং সদস্যদের ই-ভোটিং ইউসার ম্যানুয়ালের পরামর্শ নিতে পারেন বা নিঃশঙ্ক নম্বর ১৮০০-২২২-৯৯০ তে ফোন করতে পারেন।

ঘ) কোম্পানির শেয়ার গ্রহণ করেছেন এবং আলোচ্য বার্ষিক সাধারণ সভার নোটিস পাঠানোর পরে কোম্পানির সদস্য হয়েছেন ও নিয়মিত তারিখ ১৫ই জুলাই, ২০১৬ (শুক্রবার) অবধি সময়সীমার মধ্যে শেয়ার সংগ্রহ করেছেন - এরূপ যেকোনও ব্যক্তি evoting@nsdl.co.in-তে আবেদন পাঠিয়ে ইউজার আইডি এবং পাসওয়ার্ড পেতে পারেন। তবে, যদি আপনি ইতিমধ্যেই রিমোট ই-ভোটিং-এর জন্য এনএসডিএল-এর কাছে রেজিস্টার্ড হয়ে থাকেন তাহলে আপনি আপনার ভোটাধিকার প্রয়োগ করার জন্য আপনার বর্তমান ইউজার আইডি এবং পাসওয়ার্ড ব্যবহার করতে পারেন। পাসওয়ার্ড ভুলে গিয়ে থাকলে www.evoting.nsdl.com-তে পাওয়া যাওয়া অপশন "Forgot User Details/Password" ব্যবহার করে আপনার পাসওয়ার্ডের জন্য অনুরোধ করতে পারেন।

ঙ) যে সকল সদস্য বার্ষিক সাধারণ সভার পূর্বে ইলেক্ট্রনিক পদ্ধতিতে ভোটাধিকার প্রয়োগ করেন তাঁরাও বার্ষিক সাধারণ সভায় অংশগ্রহণ করতে পারবেন তবে পুনরায় সেখানে ভোটাধিকার প্রয়োগ করতে পারবেন না।

চ) আলোচ্য বার্ষিক সাধারণ সভায় ব্যালট পেপারে ভোটাধিকার প্রয়োগের সুযোগ মিলবে এবং ইলেক্ট্রনিক পদ্ধতিতে ভোটদান না করা যে সকল সদস্য উক্ত সভায় অংশগ্রহণ করবেন তাঁরা ব্যালট পেপারের মাধ্যমেই ভোটদান করতে পারবেন। ফের পরিষ্কারভাবে জানানো হচ্ছে যে যেসকল সদস্য ইলেক্ট্রনিক পদ্ধতিতে ভোটাধিকার প্রয়োগ করবেন তাঁরা অনুগ্রহ করে ব্যালট পেপারে ভোটাধিকার প্রয়োগ করবেন না। কোম্পানির আদায়ীকৃত ইকুইটি শেয়ার মূল্যধনের শেয়ারগুলির সংখ্যার অনুপাতে সদস্যর ভোটাধিকার নির্ধারিত থাকবে।

ছ) এ ব্যাপারে যেকোনও অভিযোগের নিষ্পত্তিকারী ব্যক্তিদের সঙ্গে যোগাযোগ সংক্রান্ত বিবরণ :

i) ব্যালটের মাধ্যমে ভোটদান :

শ্রী কুন্তল মুস্তাফি

সিবি ম্যানেজমেন্ট সার্ভিসেস (পি) লিমিটেড

পি-২২, বন্ডেল রোড, কলকাতা-৭০০ ০১৯

টেলিফোন : (০৩৩) ৪০১১ ৬৭০০/৬৭১১/৬৭১৮, ই-মেল : rtat@cbmsl.com

ii) ই-ভোটিং :

শ্রী রাজিব রঞ্জন

ন্যাশনাল সিকিউরিটিজ ডিপোজিটরি লিঃ (এনএসডিএল)

ট্রেড ওয়ার্ল্ড-এ ইউইং, কমলা মিলস কম্পাউন্ড

লোয়ার পারেল, মুম্বই-৪০০ ০১৩

টেলিফোন : ০২২ ২৪৯৯ ৪৭৬৮, ই-মেল : rajivr@nsdl.co.in

এই নোটিস কোম্পানির ওয়েবসাইট www.tilindia.in-তে এবং এনএসডিএল-এর ওয়েবসাইট www.evoting.nsdl.com-তে পাওয়া যাবে।

স্থান : কলকাতা
তারিখ : ২৯.০৬.২০১৬

টি আই এল লিমিটেড-এর পক্ষে
শেখর ভট্টাচার্য
কোম্পানি সেক্রেটারি

TIL LIMITED

[CIN: L74999WB1974PLC041725]

Regd. Office : 1, Taratolla Road, Garden Reach, Kolkata 700 024

Tel : (033) 6633 2000/2845; Fax : (033) 2469 3731/2143

Website : www.tilindia.in



**NOTICE OF THE 41ST ANNUAL GENERAL MEETING, BOOK CLOSURE
AND ELECTRONIC VOTING INFORMATION**

Notice is hereby given that the 41st Annual General Meeting (AGM) of TIL LIMITED ('the Company') is scheduled to be held on Friday, 22nd July, 2016 at 10:00 Hours IST at the Registered Office of the Company at 1, Taratolla Road, Garden Reach, Kolkata- 700 024 to transact the business set-out in the Notice of the AGM dated 27th May, 2016.

The Company has on 28th June, 2016 completed dispatch of the Notice of the AGM, Attendance Slip & Proxy Form and the Annual Report for the financial year ended 31st March, 2016 (a) through electronic mail (e-mail) to the Members whose e-mail IDs are registered in the records of Depository Participants (DPs) and (b) through physical mode to the other Members (whose e-mail IDs are not registered) at their registered postal address by the permitted mode. Members who wish to receive the said documents in physical form, the same shall be sent by the Company free of cost at their registered address. For this purpose, Members are requested to send an e-mail quoting their DP ID-Client ID/Folio No. to secretarial.department@tilindia.com. Members may also download the Annual Report, Notice of the AGM, Attendance Slip & Proxy Form available at the Company's website at www.tilindia.in.

Pursuant to Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 16th July, 2016 to Friday, 22nd July, 2016 (both days inclusive) for the purpose of the AGM.

In terms of and in compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Notice is further given that :-

- a) The Company is providing the Members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means. Members may cast their votes on electronic voting system from place other than the venue of the AGM (remote e-Voting). For this purpose, the Company has entered into an arrangement with National Securities Depository Limited ("NSDL") for facilitating remote e-Voting services to the Members.
- b) Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member/Beneficial Owner (in case of electronic shareholding) as on the cut-off date i.e. Friday, 15th July, 2016. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. 15th July, 2016 only shall be entitled to avail the facility of remote e-Voting as well as voting in the AGM. A User ID and Password for casting the electronic vote has been sent to all the Members. The Notice of the AGM is also available on NSDL's website at <https://www.evoting.nsdl.com>.
- c) The e-Voting period shall remain open for 3 days from Tuesday, 19th July, 2016 (09:00 Hours IST) to Thursday, 21st July, 2016 (17:00 Hours IST). The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Members, the same cannot be changed subsequently. The detailed procedure/instructions for e-Voting are contained in the Notice of the AGM. In case of any query or grievance, you may refer to the Frequently Asked Questions (FAQs) and e-Voting user manual for Members, available at the Downloads section of <https://www.evoting.nsdl.com> or call on toll free no. 1800-222-990.
- d) Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. Friday, 15th July, 2016, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and Password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
- e) The Members who have cast their vote electronically prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- f) The facility of ballot paper voting shall be made available at the AGM and the Members attending the AGM who have not already cast their vote by e-Voting shall be able to exercise their right at the AGM. For abundant clarity, in the event of ballot voting, please note that the Members who have exercised their right to vote by electronic means shall not vote by way of ballot voting at the AGM. The voting rights of the Members shall be in proportion to the shares of the paid up equity share capital of the Company.
- g) Contact Details of the persons responsible to address the grievances are as under :

i) Voting by Ballot :

Mr. Kuntal Mustafi

C B Management Services (P) Limited

P-22, Bondel Road, Kolkata 700 019

Telephone: (033) 4011 6700/6711/6718, Email: rta@cbmsl.com

ii) e-Voting :

Mr. Rajiv Ranjan

National Securities Depository Ltd. (NSDL)

Trade World-A Wing, Kamala Mills Compound, Lower Parel

Mumbai-400 013

Telephone: 022 2499 4738, Email: rajivr@nsdl.co.in

This Notice is also available on website of the Company at www.tilindia.in and also on the website of NSDL at www.evoting.nsdl.com.

Place : Kolkata
Date : 29.06.2016

For TIL Limited
Sekhar Bhattacharjee
Company Secretary