

TIL Limited

CIN : L74999WB1974PLC041725

Registered Office:

1, Taratolla Road, Garden Reach

Kolkata-700 024

Ph : 6633-2000, 6633-2845

Fax : 2468 3731/2143

Website: www.tilindia.in

July 23, 2016

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

FAX NO. 4025-3030/3038

Bombay Stock Exchange Limited
Department of Corporate Affairs
P.J. Towers,
Dalal Street, Fort, Ground Floor,
Mumbai 400001.

FAX NO.22-2272-3121/2039/2041/2061/1919

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

FAX NO. 22-2659-8237/8238

Dear Sir/Madam,

Re: 41st 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, please find enclosed herewith a summary of the proceedings of the 41st Annual General Meeting (AGM) of the Company held on 22nd July, 2016 at 10:00 Hours IST at the Registered Office of the Company at 1, Taratolla Road, Garden Reach, Kolkata - 700024 along with the details of the Voting Results in the prescribed format in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly note that all the Resolutions set out in the Notice of the said AGM dated 27th May, 2016 have been passed by the Members of the Company with requisite majority.

Thanking You,

Yours faithfully,
For TIL Limited


Sekhar Bhattacharjee
Company Secretary

Encl.: As above

SUMMARY OF THE PROCEEDINGS OF 41ST ANNUAL GENERAL MEETING (AGM) OF TIL LIMITED ('THE COMPANY') PURSUANT TO REGULATION 30 READ WITH SCHEDULE III OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ('SEBI (LODR)').

The 41st Annual General Meeting (AGM) of the Company was convened at 10:00 Hours (IST) on Friday, the 22nd July, 2016 at the Registered Office of the Company at 1, Taratolla Road, Garden Reach, Kolkata - 700024.

- Mr. S. Mazumder, Chairman and Managing Director of the Company chaired the Meeting and offered a hearty welcome to the Members to the 41st Annual General Meeting of the Company.
- The Chairman declared that the requisite quorum for the Annual General Meeting was present and started the proceedings thereof.
- The Chairman then invited questions or comments from the Members and satisfactorily replied to all the queries put forth by the Members.
- 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 (LODR), the Company had extended e-voting facility to the Members of the Company in respect of business transacted at the 41st AGM through remote e-voting and voting at the AGM venue through ballot paper. The remote e-voting period commenced on Tuesday, 19th July, 2016 (09:00 Hours IST) and ended on Thursday, 21st July, 2016 (17:00 Hours IST). Mr. T. Chatterjee, Practising Company Secretary (C.P. No. 6935) of M/s. T. Chatterjee & Associates was appointed as the Scrutinizer by the Company for conducting remote e-voting and voting through ballot paper in a fair and transparent manner.
- Voting through ballot paper was conducted at the AGM venue under the supervision of the Scrutinizer.
- The Chairman informed the Members that the results for the e-voting and voting through ballot paper will be declared within two days and will be displayed on the Notice Board of the Company as well as on the website of the Company.
- The Chairman then declared the Meeting closed with a vote of thanks at 12:00 p.m.

All the resolutions set out in the Notice of the said AGM dated 27th May, 2016 have been passed by the Members of the Company with requisite majority through remote e-voting and voting through ballot paper.



41ST ANNUAL GENERAL MEETING (AGM) OF TIL LIMITED - DETAILS OF VOTING RESULTS

Date of the AGM/EGM:	22 nd July, 2016
Total number of shareholders on record date: (15 th July, 2016 being the cut-off date for determining shareholders entitled to vote.)	9,450
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	22 172
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable



AGENDA- WISE DISCLOSURE

ORDINARY BUSINESS:

ITEM NO. 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.								
Resolution Required :					Ordinary			
Whether promoter/ promoter group are interested in the agenda/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/Promoter Group	E-voting	5646798	5646798	56.30	5646798	0	81.55	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		5646798	56.30	5646798	0	81.55	0.00
Public -Institution	E-voting	1449449	1240814	12.37	1240814	0	17.92	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		1240814	12.37	1240814	0	17.92	0.00
Public-Non Institution	E-voting	2934018	34309	0.34	34308	1	0.50	0.00
	Poll		2235	0.02	404	1831	0.00	0.03
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		36544	0.36	34712	1832	0.50	0.03
TOTAL		10030265	6924156	69.03	6922324	1832	99.97	0.03



ITEM NO. 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.

Resolution Required :					Ordinary			
Whether promoter/ promoter group are interested in the agenda/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/Promoter Group	E-voting	5646798	5646798	56.30	5646798	0	81.55	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		5646798	56.30	5646798	0	81.55	0.00
Public -Institution	E-voting	1449449	1240814	12.37	1240814	0	17.92	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		1240814	12.37	1240814	0	17.92	0.00
Public-Non Institution	E-voting	2934018	34309	0.34	34278	31	0.50	0.00
	Poll		2235	0.02	404	1831	0.00	0.03
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		36544	0.36	34682	1862	0.50	0.03
TOTAL		10030265	6924156	69.03	6922324	1862	99.97	0.03



ITEM NO. 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.

Resolution Required :					Ordinary			
Whether promoter/ promoter group are interested in the agenda/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/Promoter Group	E-voting	5646798	5646798	56.30	5646798	0	81.55	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		5646798	56.30	5646798	0	81.55	0.00
Public -Institution	E-voting	1449449	1240814	12.37	1240814	0	17.92	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		1240814	12.37	1240814	0	17.92	0.00
Public-Non Institution	E-voting	2934018	34309	0.34	34308	1	0.50	0.00
	Poll		2235	0.02	404	1831	0.00	0.03
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		36544	0.36	34712	1832	0.50	0.03
TOTAL		10030265	6924156	69.03	6922324	1832	99.97	0.03



ITEM NO. 4: To fix remuneration of M/s. D. Radhakrishnan & Co. (Firm Registration No. 000018), Cost Auditor of the Company for financial year 2016-17.

Resolution Required :					Ordinary			
Whether promoter/ promoter group are interested in the agenda/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 /Promoter Group	E-voting	5646798	5646798	56.30	5646798	0	81.55	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		5646798	56.30	5646798	0	81.55	0.00
Public -Institution	E-voting	1449449	1240814	12.37	1240814	0	17.92	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		1240814	12.37	1240814	0	17.92	0.00
Public-Non Institution	E-voting	2934018	34309	0.34	34308	1	0.50	0.00
	Poll		2235	0.02	404	1831	0.00	0.03
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		36544	0.36	34712	1832	0.50	0.03
TOTAL		10030265	6924156	69.03	6922324	1832	99.97	0.03





SPECIAL BUSINESS:

ITEM NO. 5: Re-appointment of Ms. Veena Hingarh (DIN: 00885567) as a Non-Executive Independent Director of the Company.								
Resolution Required :					Ordinary			
Whether promoter/ promoter group are interested in the agenda/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/Promoter Group	E-voting	5646798	5646798	56.30	5646798	0	81.55	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		5646798	56.30	5646798	0	81.55	0.00
Public -Institution	E-voting	1449449	1240814	12.37	1240814	0	17.92	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		1240814	12.37	1240814	0	17.92	0.00
Public-Non Institution	E-voting	2934018	34309	0.34	34298	11	0.50	0.00
	Poll		2235	0.02	404	1831	0.00	0.03
	Postal Ballot		N.A	N.A.	N.A.	N.A	N.A	N.A
	Total		36544	0.36	34702	1842	0.50	0.03
TOTAL		10030265	6924156	69.03	6922314	1842	99.97	0.03

ITEM NO. 6: Appointment of Dr. T Mukherjee (DIN: 00004777) as a Non-Executive Independent Director of the Company.

Resolution Required :				Ordinary				
Whether promoter/ promoter group are interested in the agenda/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/Promoter Group	E-voting	5646798	5646798	56.30	5646798	0	95.98	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		5646798	56.30	5646798	0	95.98	0.00
Public -Institution	E-voting	1449449	200000	1.99	200000	0	3.40	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		200000	1.99	200000	0	3.40	0.00
Public-Non Institution	E-voting	2934018	34309	0.34	34308	1	0.58	0.00
	Poll		2235	0.02	404	1831	0.01	0.03
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		36544	0.36	34712	1832	0.59	0.03
TOTAL		10030265	5883342	58.66	5881510	1832	99.97	0.03

All the resolutions set out in the Notice of the said AGM dated 27th May, 2016 have been passed by the Members of the Company with requisite majority.

TIL Limited

SEKHAR BHATTACHARJEE
 COMPANY SECRETARY

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]

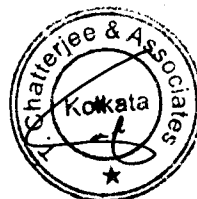
To,

The Chairman of Fourty First Annual General Meeting of the Members of TIL Limited (the Company) held on Friday, 22nd July, 2016 at 10 a.m., at the Registered Office of the Company at 1, Taratolla Road, Garden Reach, Kolkata-700024.

Sir,

1. I, Tarun Chatterjee, a Company Secretary in whole time Practice, have been appointed by the Chairman of the 41st Annual General Meeting of TIL Limited, as a Scrutinizer for the purpose of Scrutinizing the vote casted by the Equity Shareholders of the Company on ballot carried out 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 on the resolutions contained in the notice dated 27th May 2016 of the 41st Annual General Meeting (AGM) of the members of the Company, held on 22nd July, 2016 at the Registered Office of the Company at 1, Taratolla Road, Garden Reach, Kolkata-700024.

- After the declaration of voting by ballot by the Chairman, the ballot box kept for voting was locked in my presence with due identification mark placed by me.
- The locked ballot box was subsequently opened in the presence of two witness and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the company.
- The ballot papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.



2. The Company had also provided the e-voting facility for 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 remained open from 19th July, 2016 (9:00 A.M) to 21st July, 2016 (5.00 P.M). The Board of Directors of TIL Limited, appointed me as a Scrutinizer for the purpose of scrutinizing the e-voting process and voting on ballot in respect of resolutions contained in the Notice calling 41st Annual General Meeting dated 22-07-2016.

3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to e-voting, voting by ballot at Annual General meeting on the resolutions contained in the Notice dated 27th May 2016 of the 41st Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer of remote e-voting and ballots is limited to prepare and submit Scrutinizer's report of the votes casted "in favour" or "against" the resolutions by the members of the Company, as required by the Act.

4. I do hereby submit the Consolidated Report of vote casted on ballot at the meeting as well as on e-voting process on the resolutions contained in the Notice of the 41st Annual General Meeting (AGM) dated 27th May 2016 of the members of the Company:-

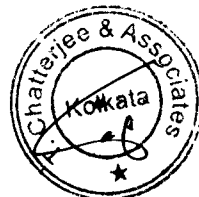
Item No. 1: Adoption of Accounts for the year ended 31st March, 2016 (Ordinary Business)

Ordinary Resolution:

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.

The Results of voting conducted are as under:

	E-voting	Poll	Total
Number of Shareholders voted	43	13	56
Number of shares held	6921921	2235	6924156
Number of voters voted in favour of the Resolution	42	11	53
Number of voters voted against the Resolution	1	2	3
Number of votes in favour of the Resolution	6921920	404	6922324
Percentage of votes in favour of the Resolution	100	18.08	99.97
Number of votes against the Resolution	1	1831	1832
Percentage of votes against the Resolution	0	81.92	0.03



Item No. 2: Re-appointment of Mr. S.Mazumder (DIN 00116654) as a Director (Ordinary Business)

Ordinary Resolution:

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

The Results of voting conducted are as under:

	E-voting	Poll	Total
Number of Shareholders voted	43	13	56
Number of shares held	6921921	2235	6924156
Number of voters voted in favour of the Resolution	41	11	52
Number of voters voted against the Resolution	2	2	4
Number of votes in favour of the Resolution	6921890	404	6922294
Percentage of votes in favour of the Resolution	100	18.08	99.97
Number of votes against the Resolution	31	1831	1862
Percentage of votes against the Resolution	0	81.92	0.03

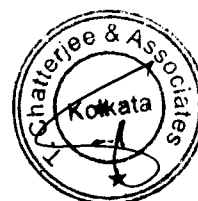
Item No. 3: Appointment of Statutory Auditors and to fix their remuneration (Ordinary Business)

Ordinary Resolution:

To appoint M/s. Deloitte Haskins & Sells (Firm Registration No. 302009E), Chartered Accountants, Kolkata as Statutory Auditors of the Company and fix their remuneration.

The Results of voting conducted are as under:

	E-voting	Poll	Total
Number of Shareholders voted	43	13	56
Number of shares held	6921921	2235	6924156
Number of voters voted in favour of the Resolution	42	11	53
Number of voters voted against the Resolution	1	2	3
Number of votes in favour of the Resolution	6921920	404	6922324
Percentage of votes in favour of the Resolution	100	18.08	99.97
Number of votes against the Resolution	1	1831	1832
Percentage of votes against the Resolution	0	81.92	0.03



Item No. 4: Appointment of Cost Auditors and to fix their remuneration (Ordinary Business)

Ordinary Resolution:

To fix remuneration of M/s. D. Radhakrishnan & Co. (Firm Registration No. 000018), Cost Auditors of the Company for the financial year 2016-17.

The Results of voting conducted are as under:

	E-voting	Poll	Total
Number of Shareholders voted	43	13	56
Number of shares held	6921921	2235	6924156
Number of voters voted in favour of the Resolution	42	11	53
Number of voters voted against the Resolution	1	2	3
Number of votes in favour of the Resolution	6921920	404	6922324
Percentage of votes in favour of the Resolution	100	18.08	99.97
Number of votes against the Resolution	1	1831	1832
Percentage of votes against the Resolution	0	81.92	0.03

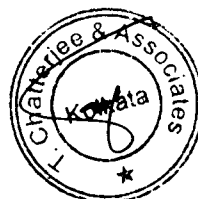
Item No. 5: Re-appointment of Ms. Veena Hingarh (DIN 00885567) as a Non-Executive Independent Director (Special Business)

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.”

The Results of voting conducted are as under:

	E-voting	Poll	Total
Number of Shareholders voted	43	13	56
Number of shares held	6921921	2235	6924156
Number of voters voted in favour of the Resolution	41	11	52
Number of voters voted against the Resolution	2	2	4



Number of votes in favour of the Resolution	6921910	404	6922314
Percentage of votes in favour of the Resolution	100	18.08	99.97
Number of votes against the Resolution	11	1831	1842
Percentage of votes against the Resolution	0	81.92	0.03

Item No. 6: Re-appointment of Dr. T.Mukherjee (DIN 00004777) as a Non-Executive Independent Director (Special Business)

Ordinary Resolution:

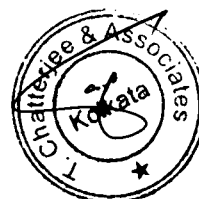
“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the said Act and in 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.”

The Results of voting conducted are as under:

	E-voting	Poll	Total
Number of Shareholders voted	42	13	55
Number of shares held	5881107	2235	5883342
Number of voters voted in favour of the Resolution	41	11	52
Number of voters voted against the Resolution	1	2	3
Number of votes in favour of the Resolution	5881106	404	5881510
Percentage of votes in favour of the Resolution	100	18.08	99.97
Number of votes against the Resolution	1	1831	1832
Percentage of votes against the Resolution	0	81.92	0.03

Total Number of Ballot Forms Rejected

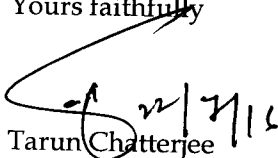
Number of Ballot Paper rejected	0
Number of shares held	0



5. The Poll 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

Place: Kolkata
Date: 22-07-2016

