

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
TIL Limited
(L74999WB1974PLC041725),
1, Taratolla Road, Garden Reach
Kolkata-700024

Sir,

1. I, Tarun Chatterjee, a Company Secretary in whole time Practice, have been appointed by the Board of Directors of the Company to as a Scrutinizer for the purpose of Scrutinizing the votes 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 read with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), on the resolutions contained in the Notice dated 13th May, 2017 of the 42nd Annual General Meeting (AGM) of the members of the Company, held on Saturday, 26th August, 2017 at the registered office of the company at 1, Taratolla Road, Garden Reach, Kolkata- 700024.
2. 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.
3. The locked ballot box was subsequently opened in the presence of the following two witnesses not in the employment of the Company.
 - a) CS Shivani Jaiswal
 - b) CS Ambalika Sarkar
4. The ballot papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.



5. The ballots were diligently scrutinized. The ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the company.
6. 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 23rd August, 2017 (9:00 A.M) to 25th August, 2017 (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 42nd Annual General Meeting dated 26th August, 2017.
7. The votes cast through e-voting were unblocked on 26th August, 2017 at 1.00 p.m. in the presence of 2 witnesses, CS. Abhijit Majumdar and Mr. Ankit Kumar who are not in the employment of the Company. They have given confirmation that the votes being unblocked in their presence.
8. 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 contained in the Notice dated 13th May, 2017 convening the 42nd 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.
9. I do hereby submit the Consolidated Report of votes cast on Venue Poll and on e-voting process on the resolutions contained in the Notice of the 42nd Annual General Meeting (AGM) dated 13th May, 2017 under Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as under:



Date of the AGM	26-08-2017
Total Number of Shareholders on record date	9820 on cut off date:19-08-17
No. of Shareholders present in the meeting either in person or through proxy:	
1. Promoters and Promoter Group:	21
2. Public:	287
No. of Shareholders attended the meeting through Video Conferencing:	
1. Promoters and Promoter Group:	Nil
2. Public:	Nil

Ordinary Business

Item No. 1: Adoption of Audited Financial Statements for the year ended 31st March, 2017

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Board of Directors of the Company and the Auditor's Report thereon.

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	5646798	5646798	100	5646798	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	5646798	5646798	100	5646798	0	100	0
Public-Institution	E-Voting	1423043	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	1423043	-	-	-	-	-	-
Public-Non Institution	E-Voting	2960424	1076057	36.35	1076055	2	100	0
	Poll		343	0.01	341	2	99.42	0.58
	Postal Ballot		-	-	-	-	-	-
	Total	2960424	1076400	36.36	1076396	4	100	0
TOTAL		10030265	6723198	67.03	6723194	4	100	0

The above resolution was carried by requisite majority of votes.



Item No. 2: Declaration of Dividend

To consider declaration of dividend.

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	5646798	5646798	100	5646798	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	5646798	5646798	100	5646798	0	100	0
Public-Institution	E-Voting	1423043	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	1423043	-	-	-	-	-	-
Public-Non Institution	E-Voting	2960424	1076057	36.35	1076055	2	100	0
	Poll		343	0.01	341	2	99.42	0.58
	Postal Ballot		-	-	-	-	-	-
	Total	2960424	1076400	36.36	1076396	4	100	0
TOTAL		10030265	6723198	67.03	6723194	4	100	0

The above resolution was carried by requisite majority of votes.



Item No. 3: Re-Appointment of Mr. S. Mazumder (DIN 00116654) as a Director

To appoint a Director in place of Mr. S. Mazumder (DIN 00116654), who is liable to retire by rotation and being eligible, has offered himself for re-appointment

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					Yes			
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 and Promoter Group	E-Voting	5646798	5560438*	98.47	5560438	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	5646798	5560438	98.47	5560438	0	100	0
Public-Institution	E-Voting	1423043	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	1423043	-	-	-	-	-	-
Public-Non Institution	E-Voting	2960424	1076057	36.35	1076053	4	100	0
	Poll		343	0.01	341	2	99.42	0.58
	Postal Ballot		-	-	-	-	-	-
	Total	2960424	1076400	36.36	1076394	6	100	0
TOTAL		10030265	6636838	66.17	6636832	6	100	0

*Pursuant to the provisions of Secretarial Standard, SS-2 (7.5.2) 86,360 votes casted by Mr. Sumit Mazumder were not considered being the interested related party in the aforesaid resolution.

The above resolution was carried by requisite majority of votes.



Item No. 4: Re-Appointment of Statutory Auditors and to fix their remuneration

To re-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 Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5646798	5646798	100	5646798	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	5646798	5646798	100	5646798	0	100	0
Public-Institution	E-Voting	1423043	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	1423043	-	-	-	-	-	-
Public-Non Institution	E-Voting	2960424	1076056	36.35	1076055	1	100	0
	Poll		343	0.01	341	2	99.42	0.58
	Postal Ballot		-	-	-	-	-	-
	Total	2960424	1076399	36.36	1076396	3	100	0
TOTAL		10030265	6723197	67.03	6723194	3	100	0

The above resolution was carried by requisite majority of votes.



Item No. 5: Fixation of remuneration of Cost Auditors of the Company for the financial year 2017-18

To fix remuneration of M/s. D. Radhakrishnan & Co. (Firm Registration No. 000018), Cost Auditors of the Company for the financial year 2017-18.

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	5646798	5646798	100	5646798	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	5646798	5646798	100	5646798	0	100	0
Public-Institution	E-Voting	1423043	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	1423043	-	-	-	-	-	-
Public-Non Institution	E-Voting	2960424	1076042	36.35	1076040	2	100	0
	Poll		343	0.01	341	2	99.42	0.58
	Postal Ballot		-	-	-	-	-	-
	Total	2960424	1076385	36.36	1076381	4	100	0
TOTAL		10030265	6723183	67.03	6723179	4	100	0

The above resolution was carried by requisite majority of votes.



Special Business

Item No. 6: Appointment of Mr. Alope Banerjee (DIN: 00609491) Additional Director as a Director of the Company liable to retire by rotation

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

"RESOLVED THAT Mr. Alope Banerjee (DIN No.00609491) who was appointed as an Additional Director on the Board of Directors of the Company with effect from 1st January 2017 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article No. 124 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

"RESOLVED FURTHER THAT the Company Secretary be and is hereby authorized to sign and execute all necessary forms and other documents for and on behalf of the Company and also to take all necessary steps as may be required to give effect to the aforesaid appointment."

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	5646798	5101497	90.34	5101497	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	5646798	5101497	90.34	5101497	0	100	0
Public-Institution	E-Voting	1423043	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	1423043	-	-	-	-	-	-
Public-Non Institution	E-Voting	2960424	1076017	36.35	1076013	4	100	0
	Poll		343	0.01	341	2	99.42	0.58
	Postal Ballot		-	-	-	-	-	-
	Total	2960424	1076360	36.36	1076354	6	100	0
TOTAL		10030265	6177857	61.59	6177851	6	100	0

The above resolution was carried by requisite majority of votes.



Item No. 7: Appointment of Mr. Alope Banerjee (DIN: 00609491) as a Whole-time Director and CFO 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 Sections 196, 197, 198, 200, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto, including any statutory amendments or reenactment thereof and subject to all other Statutory approvals, sanctions and permissions if any, Mr. Alope Banerjee be and is hereby appointed as a Whole-time Director and Chief Financial Officer of the Company for a period of 5 years with effect from 1st January 2017 on such terms and conditions as set out in the Explanatory Statement annexed to the Notice of this Meeting and that the said terms and conditions of his appointment and remuneration will be subject to review by the Nomination and Remuneration Committee ("the Committee") and the Board of Directors ("the Board") of the Company from time to time with liberty to the Committee and to the Board to alter, vary or change the said terms and conditions in such a manner and to such extent as may agreed upon by and between the Committee / the Board and Mr. Alope Banerjee within and in accordance with the provisions prescribed under Schedule V to the Act or any amendment to the Schedule or to the Act or any re-enactment thereof."

"RESOLVED FURTHER THAT the remuneration as set out in the Explanatory Statement annexed to the Notice of this Meeting including Performance pay, Allowances and Perquisites shall be payable to Mr. Alope Banerjee as minimum remuneration in the event of absence/inadequacy of profits during any financial year as may be approved by the Committee and the Board and / or by any other Statutory Authority as may be applicable."

"RESOLVED FURTHER THAT the Company Secretary be and is hereby authorized to sign and execute all necessary forms and other documents for and on behalf of the Company and also to take all necessary steps as may be required to give effect to the aforesaid appointment."



Resolution Required:					Special Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	5646798	5646798	100	5646798	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	5646798	5646798	100	5646798	0	100	0
Public-Institution	E-Voting	1423043	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	1423043	-	-	-	-	-	-
Public-Non Institution	E-Voting	2960424	1076042	36.35	1076038	4	100	0
	Poll		343	0.01	341	2	99.42	0.58
	Postal Ballot		-	-	-	-	-	-
	Total	2960424	1076385	36.36	1076379	6	100	0
TOTAL		10030265	6723183	67.02	6723177	6	100	0

The above resolution was carried by requisite majority of votes.



Item No. 8: Re-appointment of Mr. S. Mazumder (DIN: 00116654) as a Chairman and Managing Director 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 Sections 196, 197, 198, 200, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto, including any statutory amendments or re-enactment thereof and subject to other Statutory approvals, sanctions, permissions, and recommendations, if any, Mr. S. Mazumder (DIN: 00116654) be and is hereby re-appointed as the Chairman and Managing Director of the Company for a period of 3 years with effect from 1st June 2017 on the terms and conditions set out in the explanatory statement annexed to the notice of this Meeting and that the said terms and conditions of his re-appointment and remuneration will be subject to review by the Nomination and Remuneration Committee ("the Committee) and the Board of Directors ("the Board") of the Company from time to time with liberty to the Committee and the Board to alter, vary or change the said terms and conditions in such a manner as may be agreed upon by and between the Committee/ the Board and Mr. S. Mazumder within and in accordance with the terms prescribed under Schedule V to the Act, or any amendment to the Schedule or to the Act or any re-enactment thereof."

"RESOLVED FURTHER THAT the above remuneration as set out in the Explanatory Statement annexed to the notice of this Meeting including Performance pay, Allowances and Perquisites shall be payable to Mr. S. Mazumder as minimum remuneration in the event of absence/inadequacy of net profits during any financial year as may be approved by the Committee and/or by any Statutory Authority as may applicable."

"RESOLVED FURTHER THAT the Company Secretary be and is hereby authorized to sign and execute all necessary forms and other documents for and on behalf of the Company and also to take all necessary steps as may be required to give effect to the aforesaid appointment."



Resolution Required:					Special Resolution			
Whether promoter/promoter group are interested in the resolution					Yes			
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	5646798	5560438*	98.47	5560438	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	5646798	5560438	98.47	5560438	0	100	0
Public-Institution	E-Voting	1423043	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	1423043	-	-	-	-	-	-
Public-Non Institution	E-Voting	2960424	1076042	36.35	1076038	4	100	0
	Poll		343	0.01	341	2	99.42	0.58
	Postal Ballot		-	-	-	-	-	-
	Total	2960424	1076385	36.36	1076379	6	100	0
TOTAL		10030265	6636823	66.17	6636817	6	100	0

*Pursuant to the provisions of Secretarial Standard, SS-2 (7.5.2) 86,360 votes casted by Mr. Sumit Mazumder were not considered being the interested related party in the aforesaid resolution.

The above resolution was carried by requisite majority of votes.



Total Number of Ballot Forms Rejected

	No. of Ballot Paper	Reasons of Rejection
Ballot Paper	8	• Signature Mismatch • Ballot not signed • Voted both in favour and against • Number of shares mismatch

10. A compact Disc (CD) containing list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is submitted with the report.

11. The Poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,
Yours faithfully



Tarun Chatterjee
Practicing Company Secretary
Membership No. 17195

Place: Kolkata
Date: 26/08/2017

