

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

By Email / Hand / Courier / Fax

Ref : SB/SE
August 10, 2015The 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.,
Exchange Plaza, C-1, Block - G,
Bandra Kurla Complex, Bandra (E),
Mumbai 400 051.

FAX NO. 22-2659-8237/8238

Dear Sir/Madam,

**Re: Outcome of 40th Annual General Meeting (AGM) of TIL Limited (the Company)
pursuant to Clause 31(d) of the Listing Agreement with the Stock Exchanges.**

This is to inform you that the 40th Annual General Meeting (AGM) of the Company has been duly convened and held on Friday, 7th August, 2015 at its Registered Office at 1, Taratolla Road, Garden Reach, Kolkata - 700 024.

Please note that pursuant to Clause 35B of the Listing Agreement and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company had extended e-voting facility to the Members of the Company in respect of business transacted at the 40th AGM through



remote e-voting and voting at the AGM through Poll by using ballot paper. The remote e-voting commenced on Monday, 3rd August, 2015 at 9:00 A.M. IST and ended on Thursday, 6th August, 2015 at 5:00 P.M. IST. Mr. T. Chatterjee, Practising Company Secretary (ACS No. 17195, COP No. 6935) was appointed as Scrutinizer by the Company for conducting remote e-voting and voting on poll in a fair and transparent manner.

All the resolutions set out in the Notice of the said AGM dated 29th May, 2015 have been duly approved by the Members of the Company. Please find enclosed herewith the consolidated outcome of voting held through remote e-voting and voting on poll at the 40th AGM of the Company. This may kindly be treated as a copy of the proceedings of the 40th AGM of the Company as envisaged under Clause 31(d) of the Listing Agreement with the Stock Exchanges.

Please take the above information on your records.

Thanking you,

Yours faithfully,
For TIL LIMITED



SEKHAR BHATTACHARJEE
COMPANY SECRETARY

Encl. As above

SCRUTINIZER'S REPORT

[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and Rules 20 (3) (xii) and 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of Fortieth Annual General Meeting of the Members of TIL Limited (the Company) held on **Friday, 7th August, 2015 at 10 a.m.**, at the Registered Office of the Company at 1, Taratolla Road, Garden Reach, Kolkata 700024.

Sir,

1. I, Tarun Chatterjee, Company Secretary in whole time Practice, have been appointed by the Chairman of the 40th 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 the Poll carried out as per the provisions of section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice of the 40th Annual General Meeting (AGM) of the members of the Company, held on 7th August, 2015 at the Registered Office of the Company at 1, Taratolla Road, Garden Reach, Kolkata 700024.
2. The Chairman of the 40th Annual General Meeting of TIL Limited also appointed Shri Partha Pratim Chakraborty, a shareholder of the Company as joint scrutinizer to help and co-ordinate Shri Tarun Chatterjee, to conduct the poll.
3. 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, 2015 which remained open from 3rd August, 2015 (9:00 A.M) to 6th August, 2015 (5.00 P.M). Mr. Tarun Chatterjee, Company Secretary in whole time practice, had been appointed by the Board of Directors of TIL Limited, as a Scrutinizer for the purpose of scrutinizing the e-voting process.



4. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting on poll, on the resolutions contained in the Notice of the 40th Annual General Meeting (AGM) of the members of the Company. As per my responsibility as a Scrutinizer for the Poll process, I have submitted a Scrutinizer's report of the votes casted "in favour" or "against" the resolutions as stated, based on the vote casted on poll by the members of the Company, in Form MGT-13 as required by the Act.
5. Further to the above, I do hereby submit the Consolidated Report of Poll casted at the meeting as well as on e-voting process conducted prior to the meeting on the resolutions contained in the Notice of the 40th Annual General Meeting (AGM) of the members of the Company :-

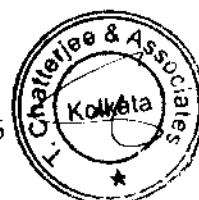
Item No.1: Adoption of Accounts for the year ended 31st March, 2015, (Ordinary Business)

Ordinary Resolution:

To receive and consider the Statement of Profit & Loss for the financial year ended 31st March 2015, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.

The Results of voting conducted are as under:

	E-voting	Poll	Total
Number of Shareholders voted	44	49	93
Number of shares held	7025312	3330	7028642
Number of voters voted in favour of the Resolution	44	49	93
Number of voters voted against the Resolution	0	0	0
Number of votes in favour of the Resolution	7025312	3330	7028642
Percentage of votes in favour of the Resolution	99.95	0.05	100
Number of votes against the Resolution	-	-	-
Percentage of votes against the Resolution	-	-	-



Item No.2: Reappointment 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 him for reappointment.

The Results of voting conducted are as under:

	E-voting	Poll	Total
Number of Shareholders voted	44	49	93
Number of shares held	7025312	3330	7028642
Number of voters voted in favour of the Resolution	44	48	92
Number of voters voted against the Resolution	0	1	1
Number of votes in favour of the Resolution	7025312	3325	7028637
Percentage of votes in favour of the Resolution	99.95	0.05	100
Number of votes against the Resolution	0	5	5
Percentage of votes against the Resolution	-	-	-

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

Ordinary Resolution:

Appointment of **Messrs. Deloitte Haskins & Sells**, Chartered Accountants, Kolkata (Firm Registration No. 302009E) as Statutory Auditors of the Company and to fix their remuneration.

The Results of voting conducted are as under:

	E-voting	Poll	Total
Number of Shareholders voted	44	49	93
Number of shares held	7025312	3330	7028642
Number of voters voted in favour of the Resolution	43	47	90
Number of voters voted against the Resolution	1	2	3
Number of votes in favour of the Resolution	7025212	3320	7028532
Percentage of votes in favour of the Resolution	99.95	0.05	100
Number of votes against the Resolution	100	10	110
Percentage of votes against the Resolution	-	-	-



Item No. 4: Fixation of remuneration of the Cost Auditors (Ordinary Business)

Ordinary Resolution:

To fix remuneration of Messrs. D. Radhakrishnan & Co., (Firm Registration No. 000018), Cost Auditor of the Company for financial year 2015 - 2016.

The Results of voting conducted are as under:

	E-voting	Poll	Total
Number of Shareholders voted	44	49	93
Number of shares held	7025312	3330	7028642
Number of voters voted in favour of the Resolution	44	47	91
Number of voters voted against the Resolution	0	2	2
Number of votes in favour of the Resolution	7025312	3320	7028632
Percentage of votes in favour of the Resolution	99.95	0.05	100
Number of votes against the Resolution	0	10	10
Percentage of votes against the Resolution	-	-	-

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

Ordinary Resolution:

Appointment of Ms. Veena Hingarh DIN 00885567, Chartered Accountant, as a Non Executive Independent Director of the Company under the provisions of Section 149,150 and 152 of the Companies Act, 2013 and the Rules made thereunder including any statutory modifications or reenactment thereof for the time being in force read with Schedule IV to the said Act and in accordance with revised Clause 49 of the Listing Agreement with the Stock Exchanges.



The Results of voting conducted are as under:

	E-voting	Poll	Total
Number of Shareholders voted	44	47	91
Number of shares held	7025312	3325	7028637
Number of voters voted in favour of the Resolution	44	45	89
Number of voters voted against the Resolution	0	2	2
Number of votes in favour of the Resolution	7025312	3303	7028615
Percentage of votes in favour of the Resolution	99.95	0.05	100
Number of votes against the Resolution	0	21	21
Percentage of votes against the Resolution	-	-	-

Item No. 6: Authorization for Sale Lease or otherwise Dispose of the undertaking of the Company (Special Business)

Special Resolution:

Authorization under Section 180(1) (a) of the Companies Act, 2013 for selling, leasing or otherwise disposing of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

The Results of voting conducted are as under:

	E-voting	Poll	Total
Number of Shareholders voted	44	47	91
Number of shares held	7025312	3325	7028637
Number of voters voted in favour of the Resolution	44	47	91
Number of voters voted against the Resolution	0	0	0
Number of votes in favour of the Resolution	7025312	3324	7028636
Percentage of votes in favour of the Resolution	99.95	0.05	100
Number of votes against the Resolution	0	0	0
Percentage of votes against the Resolution	-	-	-



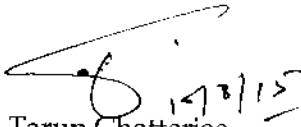
Total Number of Ballot Forms Rejected

Number of Ballot Paper rejected	3
Number of shares held	4
Reason of rejection	<i>Signature not matched</i>

6. 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
Membership No.17195
COP No. 6935

Place: Kolkata

Date: 10-08-2015

