

Notice of Annual General Meeting

NOTICE is hereby given that the 49th Annual General Meeting ('AGM') of the Members of TIL Limited ('the Company') will be held on Tuesday, 10th September, 2024 at 11 a.m. at the registered office of the Company at 1, Taratolla Road, Garden Reach, Kolkata - 700024 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2024, together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2024, together with the Reports of the Auditors thereon.

SPECIAL BUSINESS:

3. 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 148 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to Messrs. D. Radhakrishnan & Co., Cost Accountants (Firm Registration No. 000018), appointed by the Board of Directors, on the recommendation of the Audit Committee, as the Cost Auditor of the Company, to conduct the audit of the cost records maintained by the Company for the financial year 2024-25, amounting to ₹ 1,32,000/- (Rupees One Lakh Thirty Two Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses as approved by the Board of Directors of the Company be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED that Mr. Sunil Kumar Chaturvedi (DIN: 02183147), who was appointed as an Additional Director of the Company by the

Board of Directors at their meeting held on 24th January, 2024 and who holds office as per Section 161 of the Companies Act, 2013 up to the date of this Annual General Meeting pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in respect of whom the Company has, pursuant to Section 160 of the Companies Act, 2013, received a notice in writing proposing his candidature for the office of director, be and is hereby appointed a director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED that Mr. Alok Kumar Tripathi (DIN: 10470292), who was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 24th January, 2024 and who holds office as per Section 161 of the Companies Act, 2013 up to the date of this Annual General Meeting pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in respect of whom the Company has, pursuant to Section 160 of the Companies Act, 2013, received a notice in writing proposing his candidature for the office of director, be and is hereby appointed a director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."



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

"RESOLVED that Mr. Ayan Banerjee (DIN: 07563764), who was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 24th January, 2024 and who holds office as per Section 161 of the Companies Act, 2013 up to the date of this Annual General Meeting pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014

(including any statutory modification(s) or re-enactment thereof for the time being in force) and in respect of whom the Company has, pursuant to Section 160 of the Companies Act, 2013, received a notice in writing proposing his candidature for the office of director, be and is hereby appointed a director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Place: Kolkata

Date: 28th May, 2024

Registered Office:

1, Taratolla Road Garden Reach,
Kolkata – 700024, West Bengal.
CIN: L74999WB1974PLC041725
Website: www.tilindia.in

By Order of the Board of Directors
For **TIL Limited**

Sekhar Bhattacharjee
Vice President & Company Secretary

Notes

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Item Nos. 3, 4, 5, 6 of the Notice of the Annual General Meeting (AGM) is annexed hereto. Also, relevant details in respect of Directors being appointed at the AGM in terms of Regulations 26(4) and 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI LODR), as amended from time to time and Clause 1.2.5 of Secretarial Standard-2 on General Meetings are also annexed to this Notice.

2. **A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Proxy form in order to be effective, must be duly stamped, executed and reach the Registered Office of the Company not later than 48 hours before the time of commencement of the Meeting.
4. Corporate Members are requested to send to the Registered Office of the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the Meeting.
5. Members/proxy holders are requested to bring their attendance slip duly signed so as to avoid inconvenience.
6. The Annual Report including the Notice of AGM of the Company inter alia indicating the process and manner of e-Voting is being sent only via email, to all the Shareholders whose email addresses are registered with the Company/Depository Participant(s) for communication purposes and also to all other persons so entitled.

For receiving all communication (including Annual Report, Notices, Circulars, etc.) from the Company electronically:

- a) Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register/update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at secretarial.department@tilindia.com or to the Company's Registrar & Share Transfer Agent, Messrs. C B Management Services (P) Limited at rta@cbmsl.com
- b) Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants.

Members may note that the Notice and Annual Report 2023-24 will also be available on the website of the Company at www.tilindia.in. The same can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited (BSE) at www.bseindia.com and National Stock Exchange of India Limited (NSE) at www.nseindia.com and also on the website of National Securities Depository Ltd. (NSDL) at www.evoting.nsdl.com.

7. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, as amended ('IEPF Rules'), all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall have to be transferred by the Company to the designated Demat account of the IEPF Authority within a period of 30 (thirty) days of such shares becoming due to be transferred to the IEPF Account.

Shareholders/Claimants whose shares and/or unclaimed dividend have been transferred to IEPF may claim the shares and/or apply for refund of dividend by making an application to the IEPF Authority in E-form IEPF-5 (available on <http://www.iepf.gov.in>) along with requisite fee as decided by the IEPF Authority from time to time. The Shareholders/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. Shareholders are, therefore, encouraged to verify their records and claim their dividends of all the earlier years, if not claimed.

8. Members are requested to contact the Company's Registrar & Share Transfer Agent, Messrs. C B Management Services (P) Limited, P-22 Bondel Road, Kolkata - 700 019 [Phone No. (033) 4011 6700; e-mail address: rta@cbmsl.com] for reply to their queries/redressal of



complaints, if any, or contact at the registered office of the Company [Phone No. (033) 6633 2000; e-mail address: secretarial.department@tilindia.com].

9. The Company has engaged the services of NSDL, as the authorised agency for providing e-Voting facility for AGM.
10. Statutory Registers and relevant documents referred to in the Notice and in the Explanatory Statement will be available for inspection at the registered office from 11 a.m. to 1.00 p.m. upto 48 hours before the date of AGM. Accordingly, shareholders may write to the Company at secretarial.department@tilindia.com in this regard by mentioning their names, folio nos./demat account nos., etc. with the caption "Request for Inspection" in the subject line of the e-mail.
11. **Facility for joining the meeting through Video Conference (VC) will be available to the Members, who will not be able to join physically.** Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1000 members on first come first served basis.
12. Pursuant to the Circular No.14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for members attending this AGM through VC. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC and participate there at and cast their votes through e-voting.
13. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
14. **Voting through electronic mode**
In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44(1) of the SEBI LODR and the said Circulars, the Company is pleased to provide the facility of "e-Voting" to its shareholders, to enable them to cast their votes on the resolutions proposed to be passed at the AGM, by electronic means.

The Company has engaged the services of NSDL, who will provide with the e-Voting facility of casting votes to the shareholders using remote e-Voting system from a place other than the venue of the AGM ('remote e-Voting') as well as e-Voting during the proceedings of the AGM ("e-Voting at the AGM").

Further, in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed Tuesday, 3rd September, 2024 as the "cut-off" date to determine the eligibility to vote by remote e-Voting or e-Voting at the AGM. A shareholder 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., 3rd September, 2024 shall be entitled to avail the facility of remote e-Voting or e-Voting at the AGM.

The Company has appointed Ms. Binita Pandey (Membership No. ACS 41594), of Messrs. T. Chatterjee & Associates, Practicing Company Secretaries (FRN: P2007WB067100), as the Scrutiniser to scrutinise the remote e-Voting and e-Voting at the AGM in a fair and transparent manner and to give the Scrutiniser's Report to the Chairman.

15. **Instructions for e-Voting are as follows**

- a. The remote e-Voting period commences on **Friday, 6th September, 2024 at 9.00 a.m. (IST) and ends on Monday, 9th September, 2024 at 5.00 p.m. (IST)**. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of **Tuesday, 3rd September, 2024** may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, they shall not be allowed to change it subsequently.
- b. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI LODR, the Company is offering e-Voting facility to all Members of the Company. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the **cut-off date Tuesday, 3rd September, 2024** only shall be entitled to avail the facility of remote e-Voting at the AGM. NSDL will be facilitating remote e-Voting to enable the Members to cast their votes electronically. Members can cast their vote online from 9:00 A.M. (IST) on Friday, 6th September, 2024 to 5:00 p.m. (IST) on Monday, 9th September, 2024. At the end of remote e-Voting period, the facility shall forthwith be blocked.



- c. Pursuant to SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on “e-Voting facility provided by Listed Companies”, which is effective from 9th June, 2021, e-Voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process.
- d. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- e. The voting rights of the Members shall be in proportion to the number of share(s) held by them in the equity share capital of the Company as on the cut-off date being Tuesday, 3rd September, 2024.
- f. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- g. Any person holding shares in physical form and non-individual shareholders, who become a member of the Company after sending of the Notice and hold shares as of the cut-off date, may obtain the login ID and password by following up the process mentioned herein below.
- h. In case of Individual Members holding securities in demat mode and who become a member of the Company after sending of the Notice and hold share(s) as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- i. The Members who have cast their vote by remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

- i. The details of the process and manner for remote e-Voting are explained herein below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email address in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see the e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see the e-Voting page. Click on Company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.

Login method for Individual shareholders holding securities in demat mode is given below: (Contd.)

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi/Easiest, they can login through their existing User ID and Password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi tab and then use your existing Myeasi username & password.</p> <p>2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting features. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot user ID and Forgot Password option available at respective websites.



Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e., IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company. For example if folio number is 001*** and EVEN is 129551 then user ID is 129551001***.

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will prompt you to change your password.
 - c) How to retrieve your 'initial password'?
 - i) If your email ID is registered with your demat account or with the Company, your 'initial password' must have been communicated to you on your email ID. Trace the email sent from NSDL to you from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email address is not registered, please follow steps mentioned below under the '**process for those shareholders whose email addresses are not registered with the Company/Depository Participants**'.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/ Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting are in active status.
2. Select “EVEN” of the Company for which you wish to cast your vote during the remote e-Voting period or casting your vote during the General Meeting. For joining virtual meeting, you need to click on **“VC/OAVM”** link placed under **“Join Meeting”**.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of

shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take a printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

Process for those shareholders whose e-mail addresses are not registered with the Company/Depository Participants for procuring User ID and Password and registration of e-mail addresses for e-Voting for the resolutions set out in this Notice of AGM:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to secretarial.department@tilindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial.department@tilindia.com. Individual shareholders holding shares in demat mode are requested to refer to login method explained in **Step 1(A)** i.e., **Login method for e-Voting and joining virtual meeting for individual shareholders holding shares in demat mode.**
3. Alternatively, shareholders may send e-mail requests to evoting@nsdl.com for obtaining User ID and Password by providing the details mentioned in Point (1) or (2), as the case may be.
4. In terms of SEBI Circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in



their demat account in order to access e-Voting facility.

Instructions for shareholders for e-Voting at the time of AGM:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those members/shareholders, who will be present at the AGM and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting at the AGM venue.
3. Members/shareholders who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to e-vote at the AGM.
4. For any grievances connected with the facility for e-Voting at the AGM, shareholders may contact Ms. Pallavi Mhatre, Senior Manager, NSDL at telephone no. 022-4886 7000 or send an e-mail to 'evoting@nsdl.com'.

Instructions for Members for Attending the AGM through VC are as under:

1. Member will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting

via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

General Guidelines for shareholders:

1. 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. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail at tchatterjeeassociates@gmail.com with a copy marked to evoting@nsdl.com.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on 022-4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Other Information:

1. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company held as on the cut-off date, which is Tuesday, 3rd September, 2024.
2. Every Client ID No./Folio No. will have one vote, irrespective of number of joint holders.
3. Any person holding shares in physical form and non-individual shareholders who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. Tuesday, 3rd September, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA. 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" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022-4886 7000. In case of Individual shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date i.e. Tuesday, 3rd September, 2024 may follow steps mentioned in the Notice of the AGM under Step 1: **"Access to NSDL e-Voting system"**.

4. A person, whose name is recorded in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to avail the facility of remote e-Voting or e-Voting at the AGM.
5. Any person who is not a shareholder as on the cut-off date should treat this Notice for information only.
6. The Scrutiniser shall, after the conclusion of e-Voting at the AGM, first count the votes cast vide e-Voting at the AGM and thereafter shall, unblock the votes cast through remote e-Voting, in the presence of at least two witnesses not in the employment of the Company and shall submit a Consolidated Scrutiniser's Report on the total votes cast in favor of or against, not later than 48 (forty eight) hours of the conclusion of the AGM, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
7. The results declared along with the Scrutiniser's Report shall be placed on the website of the Company, www.tilindia.in and on the website of NSDL, i.e., www.evoting.nsdl.com immediately after the same is declared. The Company shall simultaneously forward the results to NSE and BSE, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
8. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number/folio number, e-mail address, mobile number at secretarial.department@tilindia.com latest by 5 p.m. (IST) on Wednesday, 4th September, 2024.
9. Shareholders who would like to seek information with regard to any matter may send their questions in advance mentioning their name, demat account number/folio number, e-mail address, mobile number at secretarial.department@tilindia.com latest by 5.00 p.m. (IST) on Wednesday, 4th September, 2024. The same will be replied by or on behalf of the Company suitably.
10. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
11. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
12. Shareholders who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com or call at 022-4886 7000.
13. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Shareholders holding shares in dematerialised form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Shareholders holding shares in physical form should submit their PAN to the Company/Messrs. CB Management Services (P) Limited.
14. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nominations, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC, etc.), with necessary documentary evidence to their Depository Participants in case the shares are held by them in dematerialised form and to the Company/Messrs. C B Management Services (P) Limited in case the shares are held by them in physical form.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013 ('Act') the following Explanatory Statement sets out all material facts relating to the Special Business set out from Item No. 3 to Item No. 6 of the accompanying Notice dated 28th May, 2024.



ITEM NO. 3

The Board of Directors of the Company at its meeting held on 28th May, 2024, on the recommendation of the Audit Committee, have appointed Messrs. D. Radhakrishnan & Co. (Firm Registration No. 000018) as the Cost Auditors of the Company for the financial year 2024-25, to conduct the audit of the cost records of the products manufactured by the Company at a remuneration of ₹ 1,32,000/- (Rupees One Lakh Thirty Two Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses.

In terms of the provisions of Section 148 of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to the Cost Auditors is required to be ratified by the Members at the Annual General Meeting of the Company.

Accordingly, consent of the Members are sought for passing an ordinary resolution as set out in Item No. 3 of the Notice of this AGM for ratification of the aforesaid remuneration payable to the Cost Auditors for the financial year 2024-25. The Board recommends passing of the ordinary resolution in the interest of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 4

Mr. Sunil Kumar Chaturvedi (DIN: 02183147) was appointed as an Additional Director by the Board of Directors of the Company at its meeting held on 24th January, 2024. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Chaturvedi can hold office only up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing proposing the candidature of Mr. Sunil Kumar Chaturvedi for the office of director, liable to retire by rotation, pursuant to Section 160 of Act.

Mr. Sunil Kumar Chaturvedi was also appointed as the Chairman & Managing Director of the Company for a period of 5 years with effect from 24th January, 2024 pursuant to the provisions of the Companies Act, 2013 read with other applicable Rules at the aforesaid meeting of the Board of Directors. Subsequently, the said appointment was also confirmed by the Shareholders at an Extraordinary General Meeting of the Company held on 20th April, 2024 pursuant to the provisions of the Companies

Act, 2013 read with Regulation 17(1C) of the SEBI LODR, as amended from time to time.

The proposed business as set out in Item No. 4 of this Notice is intended to seek your approval. The Board recommends passing of the Ordinary Resolution in the interest of the Company.

Brief particulars of Mr. Chaturvedi has been disclosed in the Annexure to this Notice pursuant to the provisions of Regulation 36(3) of SEBI LODR.

Except Mr. Chaturvedi, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 5

Mr. Alok Kumar Tripathi (DIN: 10470292) was appointed as an Additional Director by the Board of Directors of the Company at its meeting held on 24th January, 2024. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Tripathi can hold office only up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing proposing the candidature of Mr. Alok Kumar Tripathi for the office of director, liable to retire by rotation, pursuant to Section 160 of Act.

Mr. Alok Kumar Tripathi was also appointed as a Whole-Time Director of the Company for a period of 5 years with effect from 25th January, 2024 designated as Director & President pursuant to the provisions of the Companies Act, 2013 read with other applicable Rules by the Board of Directors at its meeting held on 25th January, 2024. Subsequently, the said appointment was also confirmed by the Shareholders at an Extraordinary General Meeting of the Company held on 20th April, 2024 pursuant to the provisions of the Companies Act, 2013 read with Regulation 17(1C) of the SEBI LODR, as amended from time to time.

The proposed business as set out in Item No. 5 of this Notice is intended to seek your approval. The Board recommends passing of the Ordinary Resolution in the interest of the Company.

Brief particulars of Mr. Tripathi has been disclosed in the Annexure to this Notice pursuant to the provisions of Regulation 36(3) of SEBI LODR.

Except Mr. Tripathi, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 6

Mr. Ayan Banerjee (DIN: 07563764) was appointed as an Additional Director by the Board of Directors of the Company at its meeting held on 24th January, 2024. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Banerjee can hold office only up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing proposing the candidature of Mr. Ayan Banerjee for the office of director, liable to retire by rotation, pursuant to Section 160 of Act.

Mr. Ayan Banerjee was also appointed as a Whole-Time Director of the Company for a period of 5 years with effect from 25th January, 2024 designated as Director & President pursuant to the provisions of the Companies Act, 2013 read with other applicable Rules by the Board of Directors at its meeting held on 25th January, 2024. Subsequently, the said appointment was also confirmed by the

Shareholders at an Extraordinary General Meeting of the Company held on 20th April, 2024 pursuant to the provisions of the Companies Act, 2013 read with Regulation 17(1C) of the SEBI LODR, as amended from time to time.

The proposed business as set out in Item No. 6 of this Notice is intended to seek your approval. The Board recommends passing of the Ordinary Resolution in the interest of the Company.

Brief particulars of Mr. Banerjee has been disclosed in the Annexure to this Notice pursuant to the provisions of Regulation 36(3) of SEBI LODR.

Except Mr. Banerjee, being an appointee none of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Place: Kolkata

Date: 28th May, 2024

Registered Office:

1, Taratolla Road Garden Reach,
Kolkata – 700024, West Bengal.
CIN: L74999WB1974PLC041725
Website: www.tilindia.in

By Order of the Board of Directors
For **TIL Limited**

Sekhar Bhattacharjee
Vice President & Company Secretary



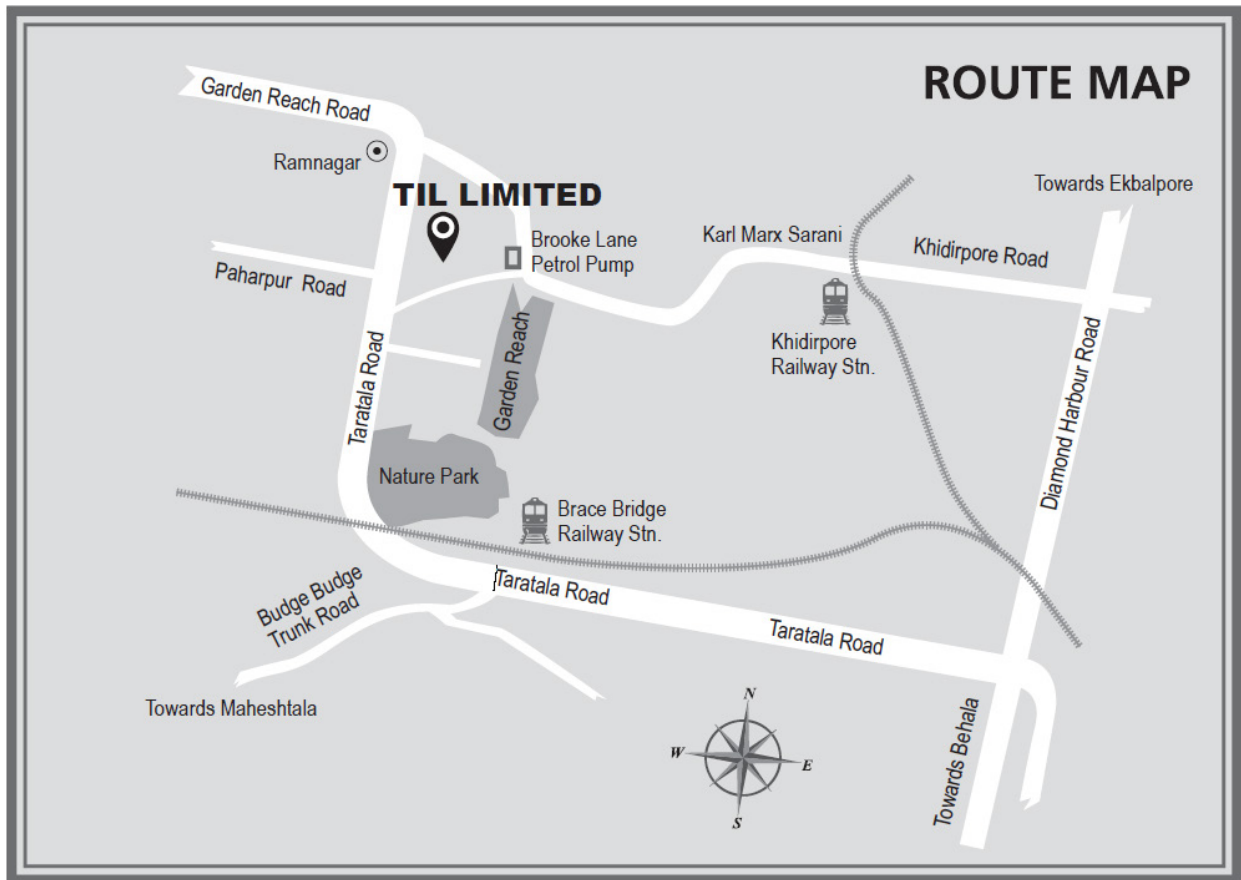
ANNEXURE TO ITEM NO. 4 TO 6 OF THE NOTICE

Details of Directors seeking appointment and re-appointment (Item No. 3 to 6) at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI LODR]

Name of Director	Mr. Sunil Kumar Chaturvedi	Mr. Alok Kumar Tripathi	Mr. Ayan Banerjee
Item No. of the Notice	4	5	6
DIN	02183147	10470292	07563764
Brief Resume and nature of expertise in specific functional area	<p>Mr. Sunil Kumar Chaturvedi a Fellow Chartered Accountant & has worked for two decades as a member of the Civil Services in Indian Administrative Service (IAS). During these years, he has held various positions in the State Government of West Bengal as well as in different Ministries of Government of India including Director in the Department of Economic Affairs, Ministry of Finance, Private Secretary to the Railways Minister, Government of India, Director in the Ministry of Heavy Industries and Public Enterprises, Project Director of the National Automotive Testing and R&D Infrastructure Project (NATRIP), and finally, Commissioner and Special Secretary in the Department of Micro and Small Scale Enterprises, Government of West Bengal. He has represented Government of India on various international fora including the United Nations in its Working Party-29 for harmonisation of global automotive standards. After voluntarily retiring from the Government in 2008, he served on the board of Bharat Forge Limited as an Executive Director and Chief Operating Officer for the Capital Goods Business till December 2013. He joined Gainwell (then known as Tractors India Private Limited) in January 2014 and completed its management buyout in June 2016. Since then, he has been chairing the board of Gainwell. He is a member of various professional and trade bodies within and outside India including Society of Automotive Engineers (SAE), Confederation of Indian Industry (CII), Federation of Indian Chambers of Commerce and Industry (FICCI) and Associated Chambers of Commerce (Assocham), Bengal Chambers of Commerce (BCC).</p>	<p>Mr. Alok Kumar Tripathi is an engineering graduate from BMS College of Engineering, Bengaluru, and completed his PGDBM from IMT, Ghaziabad. With over three decades of extensive industry experience, Mr. Tripathi embarked on his professional journey with BEML, Bengaluru, and then went on to serve at HMEED, Thiruvallur. In 1995, he joined Tractors India Limited and has since held various leadership positions in Branch Operations, Parts Marketing Operations, Spare Parts and Construction Machine Sales verticals. Prior to assuming his current role as Director and President at TIL Limited, he was the National Product Support Head at Gainwell Group. His endearing personality, and people skills have helped him drive excellence in customer engagement and deliver measurable impact in terms of profitability for the aftermarket business. Today he wears many hats as he provides strategic guidance to the Product Support team and takes charge of designing, constructing, and leading the product support operations with the ultimate objective of achieving customer loyalty, market share, and profitability.</p>	<p>Mr. Ayan Banerjee boasts an illustrious career spanning nearly three decades, showcasing extensive expertise in heavy engineering, refractory, electronics, and media across global business landscapes. With a proven track record in startup ventures, he has been pivotal in establishing robust accounting and commercial processes, shaping direct and indirect tax environments, and steering treasury functions. He is a qualified Chartered Accountant from the prestigious M/s Lovelock & Lewes audit firm & currently serves as the Group Chief Financial Officer at TIL Limited, where his dynamic leadership has been instrumental in achieving unparalleled financial success. His accomplishments include optimising working capital management, overseeing international transfer pricing, ensuring SOX compliance, facilitating seamless merger and acquisition activities, and mitigating different direct and indirect tax cases. Mr. Banerjee's multifaceted experience and strategic acumen underscore his significant contributions to the financial landscape of the organisations he has served.</p>

Name of Director	Mr. Sunil Kumar Chaturvedi	Mr. Alok Kumar Tripathi	Mr. Ayan Banerjee
Date of first appointment on the Board	24 th January, 2024	24 th January, 2024	24 th January, 2024
Shareholding of Non-Executive Directors in the Company	NA	NA	NA
Inter-se relationship with other Directors of the Company	None	None	None
List of the directorships held in other Public Companies, whether listed or not	1. Assets Care & Reconstruction Enterprise Limited 2. Vesuvius India Limited	NIL	NIL
Memberships/ Chairmanships of Committees of other Public Companies, both listed and Unlisted (Includes only Audit Committee and Stakeholders Relationship Committee)	Vesuvius India Limited (with effect from 29.04.2024)	NIL	NIL

Route Map



TIL Limited
CIN: L74999WB1974PLC041725

Registered Office:

1, Taratolla Road, Garden Reach, Kolkata 700 024.
Phone: +91 33 2469 3732-6/6497 | 6633 2000, 6633/2845
Fax: +91 33 2469 2143/3731
Website: www.tilindia.in

Proxy Form

FORM NO. MGT-11

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

Name of the Member(s):
Registered address:
E-mail ID:
Folio No./Client ID No.:
DP ID:

I/We, being the Member(s) and holding shares of TIL Limited ('the Company'), hereby appoint:

1. Name:
Address:
E-mail Id: Signature:, or failing him;
2. Name:
Address:
E-mail Id: Signature:, or failing him;
3. Name:
Address:
E-mail Id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **49th Annual General Meeting** of the Company, to be held on **Tuesday, 10th September, 2024 at 11:00 a.m. at the Registered Office of the Company at 1, Taratolla Road, Garden Reach, Kolkata-700 024** and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION NO.	RESOLUTION
ORDINARY BUSINESS	
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31 st March 2024 together with the Reports of the Board of Directors and the Auditors thereon.
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended on 31 st March 2024 together with the Reports of the Auditors thereon.
SPECIAL BUSINESS	
3.	Ordinary Resolution for ratification of remuneration payable to Messrs. D. Radhakrishnan & Co., the Cost Auditors of the Company (Firm Registration No. 000018) for the financial year 2024-25.
4.	Ordinary Resolution for appointment of Mr. Sunil Kumar Chaturvedi (DIN: 02183147) as a Director of the Company liable to retire by rotation
5.	Ordinary Resolution for appointment of Mr. Alok Kumar Tripathi (DIN: 10470292) as a Director of the Company liable to retire by rotation
6.	Ordinary Resolution for appointment of Mr. Ayan Banerjee (DIN: 07563764) as a Director of the Company liable to retire by rotation

Signed this..... day of..... 2024.

Signature of shareholder(s)

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes please refer to the Notice of the 49th Annual General Meeting.
3. Please complete all details including details of member(s) in the above box before submission.

Attendance Slip

TIL Limited

CIN: L74999WB1974PLC041725

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

Website: www.tilindia.in

Ph: 6633 2000, 6633 2845; **Fax:** 2469 3731/2143



ATTENDANCE SLIP

I/We hereby record my/our presence at the 49th Annual General Meeting (AGM) of the Company at 1, Taratolla Road, Garden Reach, Kolkata-700 024 on Tuesday, 10th September, 2024 at 11:00 a.m.

Registered Folio No./DP ID & Client ID:

Name and Address of the Shareholder:

Name of the joint holders, if any:

No. of shares held:

.....
SIGNATURE OF THE SHAREHOLDER(S)

.....
SIGNATURE OF PROXY

Note:

- 1. Please remember to bring this Attendance Slip with you, sign it and hand it over at the Attendance Verification Counter at the entrance of the Meeting Hall.**
- 2. The Proxy Holder shall prove his/her identity at the time of attending the AGM. Proxies are requested to carry a photo identity to the Meeting Hall.**