

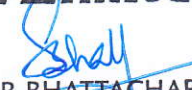
TIL LIMITED

**1, TARATOLLA ROAD, GARDEN REACH
KOLKATA - 700 024**

Quarterly Compliance Report on Corporate Governance for the Quarter ending 30th June, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 II		
(A) Composition of Board	49(IIA)	YES	
(B) Independent Directors	49 (IIB)	YES	
(C) Non-executive Directors' Compensation & Disclosures	49 (IIC)	YES	
(D) Other Provisions as to Board and Committees	49 (IID)	YES	
(E) Code of Conduct	49 (IIE)	YES	
(F) Whistle Blower Policy	49 (IIF)	YES	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	YES	
(B) Meeting of Audit Committee	49 (IIIB)	YES	
(C) Powers of Audit Committee	49 (IIIC)	YES	
(D) Role of Audit Committee	49 (IIID)	YES	
(E) Review of Information by Audit Committee	49 (IIIE)	YES	
IV. Nomination & Remuneration Committee	49 (IV)	YES	
V. Subsidiary Companies	49 (V)	YES	
VI. Risk Management	49 (VI)	YES	
VII. Related Party Transactions	49 (VII)	N.A.	
VIII. Disclosures	49 (VIII)		
(A) Related Party Transactions	49 (VIIIA)	YES	
(B) Disclosure of Accounting Treatment	49 (VIIIB)	YES	
(C) Remuneration of Directors	49 (VIII C)	YES	
(D) Management	49 (VIII D)	YES	
(E) Shareholders	49 (VIII E)	YES	
(I) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (VIII I)	YES	
IX. CEO/CFO Certification	49 (IX)	YES	
X. Report on Corporate Governance	49 (X)	YES	Complied on AGM dt 28.07.2014
XI. Compliance	49 (XI)	YES	Complied on AGM dt 28.07.2014

Date : 8th September, 2015

TIL Limited

SEKHAR BHATTACHARJEE
COMPANY SECRETARY