

# TIL LIMITED

## Quarterly Compliance Report on Corporate Governance for the Third Quarter ended 31<sup>st</sup> December, 2015

| I. Composition of Board of Directors |                      |                                |  |   |                    |                    |  |  |  |
|--------------------------------------|----------------------|--------------------------------|--|---|--------------------|--------------------|--|--|--|
| Title (Mr. / Ms.)                    | Name of the Director | PAN & DIN                      | Category (Chairperson/ Executive /Non-Executive /Independent/ Nominee) | Date of Appointment in the current term | Date of Cessation* | Tenure# (in years) | No. of Directorship in listed entities including this listed entity. | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity. | No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity. |
| MR.                                  | S. MAZUMDER          | PAN-AEOPM4572K<br>DIN-00116654 | CHAIRPERSON/<br>EXECUTIVE  | 01.06.2014                              | ---                | ---                | 1  | 2  | 0  |
| MR.                                  | R.L. GAGGAR          | PAN-ADVPG9976H<br>DIN-00322904 | NON-EXECUTIVE/<br>INDEPENDENT  | 28.07.2014                              | 27.07.2019         | 5                  | 5  | 9  | 2  |
| MR.                                  | G. SWARUP            | PAN-AKTPS6727K<br>DIN-00374298 | NON-EXECUTIVE/<br>INDEPENDENT  | 28.07.2014                              | 27.07.2019         | 5                  | 6  | 4  | 1  |
| MR.                                  | T. MUKHERJEE         | PAN-AETPM7030H<br>DIN-00004777 | NON-EXECUTIVE  | 28.07.2009                              | ---                | ---                | 4  | 4  | 0  |
| MR.                                  | S.V. RAMANA RAO      | PAN-ACTPS2985B<br>DIN-07002758 | NON-EXECUTIVE/<br>NOMINEE  | 10.09.2014                              | ---                | ---                | 1  | 1  | 0  |
| MS.                                  | VEENA HINGARH        | PAN-AARPH3012Q<br>DIN-00885567 | NON-EXECUTIVE/<br>INDEPENDENT  | 26.03.2015                              | 25.03.2016         | 1                  | 1  | 2  | 1  |

\*Date of Cessation mentioned only for Independent Directors

#Tenure means total period for which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



## II. Composition of Committees

| <i>Name of Committee</i>                     | <i>Name of Committee members</i>   | <i>Category (Chairperson/Executive/Non-Executive/independent/Nominee)</i>   |
|--|--|---|
| 1. AUDIT COMMITTEE                           | 1. MR. G.SWARUP ( <i>Chairperson of the Committee</i> )<br>2. MR. R.L.GAGGAR<br>3. MR. T.MUKHERJEE<br>4. MR. S.V. RAMANA RAO<br>5. MS. VEENA HINGARH | - NON-EXECUTIVE/INDEPENDENT<br>- NON-EXECUTIVE/INDEPENDENT<br>- NON-EXECUTIVE<br>- NON-EXECUTIVE/NOMINEE<br>- NON-EXECUTIVE/INDEPENDENT |
| 2. NOMINATION & REMUNERATION COMMITTEE       | 1. MR. R.L. GAGGAR( <i>Chairperson of the Committee</i> )<br>2. MR. G. SWARUP<br>3. MR. T.MUKHERJEE  | - NON-EXECUTIVE/INDEPENDENT<br>- NON-EXECUTIVE/INDEPENDENT<br>- NON-EXECUTIVE   |
| 3. STAKEHOLDERS RELATIONSHIP COMMITTEE       | 1. MR. R.L.GAGGAR( <i>Chairperson of the Committee</i> )<br>2. MR. S. MAZUMDER<br>3. MR. G.SWARUP  | - NON-EXECUTIVE/INDEPENDENT<br>- CHAIRPERSON/EXECUTIVE<br>- NON-EXECUTIVE/INDEPENDENT   |
| 4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE | 1. MR. S.MAZUMDER( <i>Chairperson of the Committee</i> )<br>2. MR. T.MUKHERJEE<br>3. MR. R.L.GAGGAR  | - CHAIRPERSON/EXECUTIVE<br>- NON-EXECUTIVE<br>- NON-EXECUTIVE/INDEPENDENT   |

## III. Meeting of Board of Directors

| <i>Date of Meeting in the previous quarter</i> | <i>Date of Meeting in the relevant quarter</i> | <i>Gap between the two consecutive meetings (in number of days)</i> |
|--|--|---|
| 7 <sup>TH</sup> AUGUST, 2015                   | 9 <sup>TH</sup> NOVEMBER, 2015                 | 93 Days (excluding date of the meetings)                            |

## IV. Meeting of Committees

| AUDIT COMMITTEE   |  |   |   |
|---|--|---|---|
| <i>Date of meeting of the Committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i> | <i>Date of meeting of the Committee in the previous quarter</i> | <i>Gap between the two consecutive meetings (in number of days)</i> |
| 9 <sup>TH</sup> NOVEMBER, 2015                                  | YES  | 7 <sup>TH</sup> AUGUST, 2015                                    | 93 Days (excluding date of the meetings)                            |



| <b>V. Related Party Transactions</b>  |   |
|---|---|
| <i>Subject</i>  | <i>Compliance status (Yes/No/NA) refer note below</i> |
| Whether prior approval of audit committee obtained  | N.A.  |
| Whether shareholder approval obtained for material RPT  | N.A.  |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee  | N.A.  |
| <b>VI. Affirmations</b>   |   |
| <ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015               <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; remuneration committee</li> <li>c. Stakeholders relationship committee</li> </ol> </li> <li>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>5. This report shall be placed before the Board of Directors of the Company at the ensuing Board Meeting.</li> </ol> |   |

Date: 09.01.2016

Place: Kolkata

**TIL Limited**

  
SEKHAR BHATTACHARJEE  
COMPANY SECRETARY