

**TIL Limited**

CIN : L74988WB1974PLC041725  
Registered Office:  
1, Taratolla Road, Garden Reach  
Kolkata-700 024  
Ph : 6633-2000, 6633-2845  
Fax : 2469-3731/2143  
Website : www.tilinda.in

3<sup>rd</sup> October, 2016

The Secretary  
The Calcutta Stock Exchange Association Ltd.  
7, Lyons Range  
Kolkata 700 001

Dear Sir,

**Re: Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Quarterly Compliance Report on Corporate Governance of TIL Limited ("the Company")**

In terms of Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find the Quarterly Compliance Report on Corporate Governance of the Company for the second quarter ended 30<sup>th</sup> September, 2016 for your kind information and record.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,  
For TIL LIMITED

  
**SEKHAR BHATTACHARJEE**  
COMPANY SECRETARY

Encl. As above

CC : Department of Corporate Service,  
The Stock Exchange, Mumbai, 1<sup>st</sup> Floor,  
Rotunda Buldg., P.J. Towers,  
Dalal Street, Fort,  
Mumbai 400001.

CC : National Stock Exchange of India Ltd.,  
Exchange Plaza, C-1, Block - G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai 400 051.

# TIL LIMITED

## Quarterly Compliance Report on Corporate Governance for the Second Quarter ended 30<sup>th</sup> September, 2016

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 DIN-00116654	CHAIRPERSON/ EXECUTIVE	01.06.2014	----	---	2	2	0
MR.	R.L. GAGGAR	PAN-ADVPG9976H DIN-00322904	NON-EXECUTIVE/ INDEPENDENT	28.07.2014	27.07.2019	5	5	6	1
MR.	G. SWARUP	PAN-AKTPS6727K DIN-00374298	NON-EXECUTIVE/ INDEPENDENT	28.07.2014	27.07.2019	5	6	4	1
MR.	T. MUKHERJEE	PAN-AETPM7030H DIN-00004777	NON-EXECUTIVE/ INDEPENDENT	01.04.2016	31.03.2021	5	4	3	0
MR.	S.V. RAMANA RAO	PAN-ACTPS2985B DIN-07002758	NON-EXECUTIVE/ NOMINEE	10.09.2014	----	---	1	1	0
MS.	VEENA HINGARH	PAN-AARPH3012Q DIN-00885567	NON-EXECUTIVE/ INDEPENDENT	26.03.2016	25.03.2021	5	1	1	0

\*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

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

## III. Meeting of Board of Directors

Date of Meeting in the previous quarter	Date of Meeting in the relevant quarter	Gap between the two consecutive meetings (in number of days)
27 <sup>TH</sup> MAY, 2016	22 <sup>ND</sup> JULY, 2016	55 Days (excluding date of the meetings)

## IV. Meeting of Committees

### AUDIT COMMITTEE

Date of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date of meeting of the Committee in the previous quarter	Gap between the two consecutive meetings (in number of days)
22 <sup>ND</sup> JULY, 2016	YES	27 <sup>TH</sup> MAY, 2016	55 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	YES
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	YES
<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: 03.10.2016

Place: Kolkata

**TIL Limited**

  
SEKHAR BHATTACHARJEE  
COMPANY SECRETARY

**TIL Limited**

CIN : L74999WB1974PLCO41725  
Registered Office:  
1, Taratolla Road, Garden Reach  
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Website : www.tilindia.in

3<sup>rd</sup> October, 2016

The Secretary  
The Calcutta Stock Exchange Association Ltd.  
7, Lyons Range  
Kolkata 700 001

Dear Sir,

**Re: Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -Half-Yearly Compliance Report on Corporate Governance of TIL Limited ("the Company")**

In terms of Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find the Half-Yearly Compliance Report on Corporate Governance of the Company for the half-year ended 30<sup>th</sup> September, 2016 for your kind information and record.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,  
For TIL LIMITED



**SEKHAR BHATTACHARJEE**  
**COMPANY SECRETARY**

Encl. As above

CC : Department of Corporate Service,  
The Stock Exchange, Mumbai, 1<sup>st</sup> Floor,  
Rotunda Buldg., P.J. Towers,  
Dalal Street, Fort,  
Mumbai 400001.

CC : National Stock Exchange of India Ltd.,  
Exchange Plaza, C-1, Block - G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai 400 051.

# TIL LIMITED

## Compliance Report on Corporate Governance for the Half-Year ended 30<sup>th</sup> September, 2016

<b>I Affirmations</b>		
<i>Broad heading</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)</i>
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	Yes
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	No, (Mr. G. Swarup, Chairperson of the Audit Committee was unable to be present at the Annual General Meeting as he had to travel to Mumbai to chair a Board Meeting.)
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	Yes

Date: 03.10.2016

Place: Kolkata

**TIL Limited**

  
SEKHAR BHATTACHARJEE  
COMPANY SECRETARY