

# NOTICE

## OF THE EXTRAORDINARY GENERAL MEETING

**NOTICE** is hereby given that an Extraordinary General Meeting (“EGM”) of the Shareholders of TIL LIMITED (“the Company”) will be held on Saturday, the 20th April, 2024 at 10: 00 A.M. (“IST”) through Video Conference (“VC”) / Other Audio-Visual Means (“OAVM”) and through electronic voting (“e- Voting”) for the resolutions appended herein below:

### **SPECIAL BUSINESS**

#### **1. Appointment of Ms. Saroj Punhani (DIN 08922018) as an Independent Director of the Company**

To consider and if deemed fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder including any statutory modification(s) or re-enactment thereof for the time being in force and Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR”) and any other applicable provisions thereof, Ms. Saroj Punhani (DIN 08922018) whose appointment has been approved by the Board of Directors and who has submitted a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 24th January, 2024, whose office shall not be liable to retire by rotation.

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

#### **2. Appointment of Lt. Gen. Narendra Bahadur Singh (DIN 09699871) as an Independent Director of the Company**

To consider and if deemed fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder including any statutory modification(s) or re-enactment thereof for the time being in force and Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR”) and any other applicable provisions thereof, Lt. Gen. Narendra Bahadur Singh (DIN 09699871) whose appointment has been approved by the Board of Directors and who has submitted a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 24th January, 2024, whose office shall not be liable to retire by rotation.

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

### 3. **Appointment of Mr. Amit Mukherjee (DIN 06746412) as an Independent Director of the Company**

To consider and if deemed fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder including any statutory modification(s) or re-enactment thereof for the time being in force and Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR”) and any other applicable provisions thereof, Mr. Amit Mukherjee (DIN 06746412) whose appointment has been approved by the Board of Directors and who has submitted a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 24th January, 2024, whose office shall not be liable to retire by rotation.

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

### 4. **Appointment of Mr. Sunil Kumar Chaturvedi (DIN 02183147) as Chairman & Managing Director of the Company**

To consider and if deemed fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 200, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V thereto, including any statutory amendments or re-enactments thereof, Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR”) and any other applicable provisions thereof and as approved by the Board of Directors (“the Board”) and subject to all other statutory approvals, sanctions and permissions if any, Mr. Sunil Kumar Chaturvedi (DIN 02183147) be and is hereby appointed as the Chairman and Managing Director of the Company for a period of 5 (five) years with effect from 24th January, 2024, on such terms and conditions as set out in the Explanatory Statement annexed to the Notice of this Meeting with liberty to the Nomination & Remuneration Committee (“the Committee”) and to the Board to alter, vary or change the said terms and conditions of his appointment in such a manner and to such extent as may be agreed upon by and between the Committee and the Board and Mr. Chaturvedi within and in accordance with the provisions prescribed under Schedule V to the Act or any amendment to the Schedule V or to the Act or any re-enactment thereof.

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

### 5. **Appointment of Mr. Alok Kumar Tripathi (DIN 10470292) as Whole-time Director of the Company**

To consider and if deemed fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 200, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V thereto, including any statutory amendments or re-enactments thereof, Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR”) and any other applicable provisions thereof and as approved by the Board of Directors (“the Board”) and subject to all other statutory approvals, sanctions and permissions, if any, Mr. Alok Kumar Tripathi (DIN 10470292) be and is hereby appointed as a Whole-time Director of the Company for

a period of 5 years with effect from 25th January, 2024, to be designated as Director & President on such terms and conditions as set out in the Explanatory Statement annexed to the Notice of this Meeting with liberty to the Nomination & Remuneration Committee ("the Committee") and to the Board to alter, vary or change the said terms and conditions of his appointment in such a manner and to such extent as may be agreed upon by and between the Committee and the Board and Mr. Tripathi within and in accordance with the provisions prescribed under Schedule V to the Act or any amendment to the Schedule V or to the Act or any re-enactment thereof.

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

#### 6. Appointment of Mr. Ayan Banerjee (DIN 07563764) as Whole-time Director of the Company

To consider and if deemed fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 200, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto, including any statutory amendments or re-enactments thereof, Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR") and any other applicable provisions thereof and as approved by the Board of Directors ("the Board") and subject to all other statutory approvals, sanctions and permissions, if any, Mr. Ayan Banerjee (DIN 07563764) be and is hereby appointed as a Whole-time Director of the Company for a period of 5 years with effect from 25th January, 2024, to be designated as Director – Finance on such terms and conditions as set out in the Explanatory Statement annexed to the Notice of this Meeting with liberty to the Nomination & Remuneration Committee ("the Committee") and to the Board to alter, vary or change the said terms and conditions of his appointment in such a manner and to such extent as may be agreed upon by and between the Committee and the Board and Mr. Banerjee within and in accordance with the provisions prescribed under Schedule V to the Act or any amendment to the Schedule V or to the Act or any re-enactment thereof.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized 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: 18th March, 2024

**Registered Office:**  
1, Taratolla Road Garden Reach,  
Kolkata, WB - 700024  
CIN: L74999WB1974PLC041725  
Website: www.tilindia.in

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

**Sekhar Bhattacharjee**  
Company Secretary

## NOTES:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), in respect of the Special Business to be transacted at the Extraordinary General Meeting ("EGM") is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") has, vide General Circular No. 9/2023 dated 25th September, 2023 read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 (collectively referred to as "MCA/SEBI Circulars") permitted the holding of the EGM through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, the Listing Regulations and MCA/SEBI Circulars, the EGM of the Company is being held through VC/OAVM.
3. Since the EGM is being held through VC/OAVM without physical attendance of Members, the facility for appointment of proxies will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in terms of the provisions of Section 113 of the Act, Corporate Members are entitled to appoint their authorized representatives to attend the EGM through VC / OAVM on their behalf and participate thereat and cast votes by electronic means (details of which are provided separately in this Notice). Such Corporate Members are requested to refer the "General Guidelines for shareholders" (page no. 10) provided under point no. 11 herein below, for more information.
4. In compliance with the aforesaid MCA/SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Central Depository Services (India) Limited ("CDSL")/ National Securities Depositories Limited ("NSDL") ("Depositories"). Members may note that the Notice will also be available on the Company's website at [www.tilindia.in](http://www.tilindia.in), websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and also on the website of NSDL i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically. Further, in case of any change in the e-mail address registered with the Company, a fresh address may kindly be sent to the Company at [secretarial.department@tilindia.com](mailto:secretarial.department@tilindia.com) or to the Company's Registrar & Share Transfer Agent, Messrs. C B Management Services (P) Limited ("CBMSL") at [rta@cbmsl.com](mailto:rta@cbmsl.com). Shareholders holding shares in demat form are requested to register / update their e-mail address with their Depository Participant(s).
6. The Company has engaged the services of NSDL, as the authorized agency for conducting of the EGM and providing e-voting facility.
7. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Since the EGM will be held through VC / OAVM, the Route Map is not annexed with this Notice.
9. Statutory Registers and relevant documents referred to in the Notice and in the Explanatory Statement will be available for inspection through electronic mode upto the date of EGM. Accordingly, shareholders may write to the Company at [secretarial.department@tilindia.com](mailto: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.

## 10. Voting through electronic mode

In terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("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 EGM, 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 EGM ("remote e-Voting") as well as e-Voting during the proceedings of the EGM ("e-Voting at the EGM").

Further, in accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed Saturday, 13th April, 2024 as the "cut-off" date to determine the eligibility to vote by remote e-Voting or e-Voting at the EGM. 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., Saturday, 13th April, 2024 shall be entitled to avail the facility of remote e-Voting or e-Voting at the EGM.

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

## 11. Instructions for attending the EGM and E-Voting are as follows:

- a. The remote e-Voting period commences on Tuesday, 16th April, 2024 at 10.00 a.m. ("IST") and ends on Friday, 19th April, 2024 at 5.00 p.m. ("IST"). During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, 13th April, 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 Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Listing Regulations, 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 Saturday, 13th April, 2024 only shall be entitled to avail the facility of remote e-Voting / e-Voting at the EGM. NSDL will be facilitating remote e-Voting to enable the Members to cast their votes electronically. Members can cast their vote online from 10:00 A.M. ("IST") on Tuesday, 16th April, 2024 to 5:00 P.M. ("IST") on Friday, 19th April, 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 December 9, 2020 on "e-Voting facility provided by Listed Companies", which is effective from June 9, 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 Saturday, 13th April, 2024.

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 EGM.

- f. 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.
- g. 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.”
- h. The Members who have cast their vote by remote e-Voting prior to the EGM may also attend / participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.
- i. The details of the process and manner for remote e-Voting and EGM 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.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ 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 “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see the e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> 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.
	2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> . Select “ <b>Register Online for IDeAS Portal</b> ” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a> .

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL.	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 &amp; voting during the meeting.</p>
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi tab and then use your existing Myeasi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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 &amp; 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual shareholders (holding securities in demat mode) login through their depository participants	<p>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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</p>



**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> 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 128213 then user ID is 128213001***



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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 General 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 EGM:**

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](mailto: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](mailto: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](mailto: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 on the day of EGM:**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-Voting.
2. Only those members / shareholders, who will be present at the EGM through VC / OAVM facility 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 EGM.
3. Members / shareholders who have voted through remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to e-vote at the EGM.
4. For any grievances connected with the facility for e-Voting at the EGM, shareholders may contact Ms. Pallavi Mhatre, Senior Manager, NSDL at telephone no. 022-4886 7000 or send an e-mail to '[evoting@nsdl.com](mailto:evoting@nsdl.com)'.

**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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at [tchatterjeeassociates@gmail.com](mailto:tchatterjeeassociates@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on 022-4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto: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 Saturday, 13th April, 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 sent through e-mail and holding shares as of the cut-off date i.e. Saturday, 13th April, 2024, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto: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](http://www.evoting.nsdl.com) or call at 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. Saturday, 13th April, 2024 may follow steps mentioned in the Notice of the EGM 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 EGM.
5. Any person who is not a shareholder as on the cut-off date should treat this Notice for information only.
6. The Scrutinizer shall, after the conclusion of e-Voting at the EGM, first count the votes cast vide e-Voting at the EGM 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 Scrutinizer's Report on the total votes cast in favor of or against, not later than 48 (forty eight) hours of the conclusion of the EGM, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
7. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company, [www.tilindia.in](http://www.tilindia.in) and on the website of NSDL, i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the same is declared. The Company shall simultaneously forward the results to BSE, NSE and The Calcutta Stock Exchange Ltd., 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.

#### 12. Instructions for attending the EGM through VC / OAVM

- a. Shareholders will be provided with a facility to attend the EGM by VC / OAVM through the NSDL e-Voting system. Shareholders may access the same 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 / Members” login where the EVEN of Company will be displayed. Please note that the shareholders 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.

- b. As mentioned above, shareholders can join the EGM in the VC / OAVM mode 15 minutes before the scheduled time of commencement of the meeting by following the necessary procedures mentioned in the Notice. Shareholders are encouraged to join the meeting through laptops for better experience.
- c. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d. Please note that participants connecting from mobile devices or tablets or through laptop 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.
- e. 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](mailto:secretarial.department@tilindia.com) latest by 5 p.m. (IST) on Monday, 15th April, 2024.
- f. 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](mailto:secretarial.department@tilindia.com) latest by 5.00 p.m. (IST) on Monday, 15th April, 2024. The same will be replied by or on behalf of the Company suitably.
- g. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
- h. When a pre-registered speaker is invited to speak at the meeting, but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video / camera along with good internet speed.
- i. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EGM.
- j. Shareholders who need assistance before or during the EGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call at 022 - 4886 7000.
- k. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Shareholders holding shares in dematerialized 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.
- l. 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 dematerialized form and to the Company / Messrs. C B Management Services (P) Limited in case the shares are held by them in physical form.
- m. Since the EGM will be held through VC / OAVM, route map of venue of the EGM and Attendance slip are not attached to this Notice.

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice dated 18th March, 2024 and shall be taken as forming part of the Notice.

**ITEM NO. 1**

Ms. Saroj Punhani (DIN 08922018) has been a distinguished member of the Indian Audit and Accounts Service (IAAS) with an experience spanning nearly four decades, she has successfully navigated complex bureaucratic landscapes, implemented effective policies, and delivered impactful results. Through her career, she has held key positions with various Ministries of GOI and office of CAG of India. She worked as Central Information Commissioner with the Central Information Commission, Deputy Comptroller & Auditor General (HR, Training & International Relations) Additional Deputy Comptroller & Auditor General looking after Audit Reports, Joint Secretary & Financial Advisor, Department of Post, Ministry of Communications, GOI, Director General (Commercial) looking after audit of PSUs; Executive Vice President (Finance & Support Services) PTC India, Ministry of Power, GOI, First Secretary (Economic Cooperation), Embassy of India, Kathmandu, Nepal, MEA, GOI and Under/Secretary Deputy Secretary (Navy and Coast Guard) Ministry of Defence, GOI.

Ms. Punhani also possess the requisite qualification prescribed under Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014 for being appointed as an Independent Director of listed entities.

The Board of Directors ("Board") of the Company, on the recommendation of the Nomination & Remuneration Committee, has approved the appointment of Ms. Saroj Punhani as an Independent Director of the Company for a period of five consecutive years with effect from 24th January, 2024 and during this term her period of office as an Independent Director shall not be liable to retirement by rotation. Her appointment is subject to approval of the Shareholders.

Ms. Punhani has also been appointed as a Member & the Chairperson of the Audit Committee, Member of the Nomination & Remuneration Committee & Member of the CSR Committee respectively. Ms. Punhani does not hold by herself or for any other person on a beneficial basis, any shares in the Company. Ms. Punhani has given a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The Board considers that Ms. Punhani's association would be of immense benefit to the Company and it is desirable to avail services of Ms. Punhai as an Independent Director.

The Board is also of the opinion that Ms. Punhani fulfils the criteria of independence specified under Section 149(6) of the Act and also the requirements of Regulation 16(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), for the purpose of her appointment as an Independent Director of the Company.

The proposed business as set out in Item No. 1 of this Notice is intended to seek your approval pursuant to Regulation 17(1C) of the SEBI LODR.

Board recommends passing of the Special Resolution in the interest of the Company.

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

Except Ms. Punhani, 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.2**

Lt. Gen. Narendra Bahadur Singh (DIN 09699871), a distinguished veteran, served in the Indian Army for 41 years, reaching the pinnacle as Director General, Electronics and Mechanical Engineering (EME) Corps. He also led the Information Systems Directorate at Army HQs. Specializing in Armoured Fighting Vehicles, he commanded units on Western, Eastern and Northern borders, overseeing system readiness of Army's hardware from rifles to UAVs. Trained in Germany, General Singh strategized the establishment of assembly line for recapitalization of T72 tanks. As Military Attache Technical at the Indian Embassy at Moscow, he handled the induction of T90 tanks. As head of the Army's industrial base at Meerut, he brought to fruition D level reset infrastructure for T-90 tanks, UAVs, rocket systems, missiles and radars. He gave a new direction to the Army's indigenization efforts by introducing projects aimed at sub system level indigenization and technology insertion like the BRDM, BMP mobility upgrade and VT 72 indigenization. As DG Information Systems, he was responsible for accelerating the pace of development of Army's operational and management information systems contributing significantly to availability of inputs for decision support at highest level. General Singh pioneered mission engineering analytics and reliability prediction using big data, significantly transforming Army equipment readiness strategies.

Lt. Gen. Singh has also been recognized with Param Vishishtha, Ati Vishishtha, and Vishishtha Seva medals. He is a Fellow of the Institution of Engineers, a Member of the Society of Automotive Engineers (SAE), and holds a PhD in Knowledge Leadership. As Commandant of Military College of EME, he played a key role in skill development of over one lakh EME technicians across 44 technical streams, leaving an enduring legacy of excellence and innovation.

Lt. Gen. Singh also possess the requisite qualification prescribed under Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014 for being appointed as an Independent Director of listed entities.

The Board of Directors ("Board") of the Company, on the recommendation of the Nomination & Remuneration Committee, has approved the appointment of Lt. Gen. Narendra Bahadur Singh as an Independent Director of the Company for a period of five consecutive years with effect from 24th January, 2024 and during this term his period of office as an Independent Director shall not be liable to retirement by rotation. His appointment is subject to approval of the Shareholders.

Lt. Gen. Singh has also been appointed as a Member of the Audit Committee, Member of the Nomination & Remuneration Committee & Member of the CSR Committee respectively. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Lt. Gen. Singh has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The Board considers that Lt. Gen. Singh's association would be of immense benefit to the Company and it is desirable to avail services of Lt. Gen. Singh as an Independent Director.

The Board is also of the opinion that Lt. Gen. Singh fulfils the criteria of independence specified under Section 149(6) of the Act and also the requirements of Regulation 16(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), for the purpose of his appointment as an Independent Director of the Company.

The proposed business as set out in Item No. 2 of this Notice is intended to seek your approval pursuant to Regulation 17(1C) of the SEBI LODR. The Board recommends passing of the Special Resolution in the interest of the Company.

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

Except Lt. Gen. Singh, 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.3**

Mr. Amit Mukherjee (DIN 06746412) holding a B.Tech Degree, is one of the co-founders of Unigrow Solutions, a business consulting firm. He brings in a rich and varied corporate experience as a business and functional leader in the field of technology and supply chain. He is one of the few who has a very deep understanding of business coupled with his domain knowledge of technology. He started his career in Tata Steel where he worked in planning, supply chain and in the technology group. His subsequent stints were with SAP India, Hewlett Packard, Reliance Energy, RPG group as Group CIO and Executive Director.

During the tenure of Mr. Mukherjee at RPG group, he transitioned from a functional head to a business head and managed the Spencer's Retail business as Executive Director responsible for four functions namely: Operations, IT, Supply Chain and Projects. His last assignment was as the Chief Operating Officer of Srei Sahaj e-Village Limited, a company formed under the aegis of NEGP for providing online government and consumer facing services to the rural population using ICT.

Mr. Mukherjee also possess the requisite qualification prescribed under Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014 for being appointed as an Independent Director of listed entities.

The Board of Directors ("Board") of the Company, on the recommendation of the Nomination & Remuneration Committee, has approved the appointment of Mr. Amit Mukherjee as an Independent Director of the Company for a period of five consecutive years with effect from 24th January, 2024 and during this term his period of office as an Independent Director shall not be liable to retirement by rotation. His appointment is subject to approval of the Shareholders.

Mr. Mukherjee has also been appointed as a Member of the Audit Committee, Member of the Nomination & Remuneration Committee, Chairman of the Stakeholders Relationship Committee & Member of the Risk Management Committee respectively. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Mr. Mukherjee has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The Board considers that Mr. Mukherjee's association would be of immense benefit to the Company and it is desirable to avail services of Mr. Mukherjee as an Independent Director.

The Board is also of the opinion that Mr. Mukherjee fulfils the criteria of independence specified under Section 149(6) of the Act and also the requirements of Regulation 16(1)(b) the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), for the purpose of his appointment as an Independent Director of the Company.

The proposed business as set out in Item No. 3 of this Notice is intended to seek your approval pursuant to Regulation 17(1C) of the SEBI LODR. The Board recommends passing of the Special Resolution in the interest of the Company.

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

Except Mr. Mukherjee, 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. 4**

Mr. Sunil Kumar Chaturvedi (DIN 02183147), a Fellow Chartered Accountant and 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 (NATRIIP), 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 harmonization 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.

Mr. Chaturvedi 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).

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Mr. Sunil Kumar Chaturvedi as the Chairman & Managing Director of the Company for a period of 5 (five) years effective 24th January, 2024 subject to approval of the Shareholders.

Mr. Sunil Kumar Chaturvedi, during the tenure of his appointment, shall not draw any remuneration from the Company. As a Promoter of the Company, he holds 42.77% of the equity capital of the Company through Indocrest Defence Solutions Private Limited. He has also been appointed as a Member of the Audit Committee & of the Risk Management Committee respectively.

The appointment of Mr. Chaturvedi shall be subject to retirement by rotation at the Annual General Meeting of the Company during the tenure pursuant to the provisions of the Companies Act, 2013 read with the Articles of Association of the Company. However, no sitting fees shall be paid to Mr. Chaturvedi for attending meetings of the Board of Directors or any Committee thereof. During the tenure of employment of Mr. Chaturvedi, either party (namely, the Company or Mr. Chaturvedi) may terminate the services by giving to the other party three (3) months' notice, in writing, subject to the provisions of other Agreements, if any, in this respect with the Company.

The above may be considered as an abstract under Section 190 of the Companies Act, 2013 of the terms & conditions of the appointment of Mr. Sunil Kumar Chaturvedi as the Chairman & Managing Director of the Company.

The Board is of the opinion that the Company would excel under the leadership of Mr. Sunil Kumar Chaturvedi and therefore, recommends his appointment as the Chairman & Managing Director of the Company to the shareholders.

The proposed business as set out in Item No. 4 of this Notice is intended to seek your approval pursuant to Regulation 17(1C) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI LODR"). The Board recommends passing of the Special 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. Sunil Kumar 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) 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 National Product Support Head at the Gainwell

Group, he was the Head Territory East for the Construction Business. 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.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Mr. Alok Kumar Tripathi as a Whole-time Director & President for a period of 5 (five) years effective 25th January, 2024 subject to approval of the Shareholders. He has also been appointed as a Member of the Stakeholders Relationship Committee & of the Risk Management Committee respectively. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The terms & conditions of the appointment of Mr. Tripathi together with his remuneration are as under:

1.	<b>Tenure</b>	:	Five years, i.e., from 25th January 2024 to 24th January 2029.
2.	<b>Basic Salary (per month)</b>	:	Basic Salary of ₹ 6,37,460/- per month with annual increment every year subject to approval of the Board of Directors of the Company.
3.	<b>Perquisites, Allowances, Retiral Benefits &amp; Total Remuneration (Fixed)</b>	:	Perquisites & Allowances, etc.: ₹ 90,65,520 /- per annum. Retiral Benefits: ₹ 12,85,884/- per annum. Total Remuneration: ₹ 1,80,00,924/- per annum. The above perquisites, allowances & benefits shall be revised in accordance with annual increment subject to approval of the Board of Directors of the Company
4.	<b>Minimum Remuneration</b>	:	Where in any financial year, during the currency of the tenure, the Company has no profits or its profits are inadequate, the minimum remuneration shall be Basic Salary + Perquisites & Allowances + Retiral Benefits for that year, subject to any approval, if & when necessary.
5.	<b>Termination</b>	:	Subject to three (3) months' notice from either side or payment of amount equivalent to three (3) months' salary and also subject to the provisions of other Agreements, if any, in this respect with the Company;
6.	<b>Retirement by Rotation and Sitting Fees</b>	:	The appointment shall be subject to retirement by rotation at the Annual General Meeting of the Company during the tenure pursuant to the provisions of Article of Association of the Company. However, no sitting fees shall be paid for attending meetings of the Board of Directors or any Committee thereof.

The above may be considered as an abstract under Section 190 of the Companies Act, 2013 of the terms & conditions of the appointment of Mr. Alok Kumar Tripathi as the Whole-time Director & President of the Company.

Considering the credentials of Mr. Tripathi, the Board is of the opinion that the Company would be greatly benefited under his guidance and therefore, recommends his appointment as a Whole-time Director designated as Director & President of the Company to the shareholders.

The proposed business as set out in Item No. 5 of this Notice is intended to seek your approval pursuant to Regulation 17(1C) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI LODR"). The Board recommends passing of the Special 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. Alope Kumar 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) 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 Messrs Lovelock & Lewes audit firm & currently serves as the Group Chief Financial Officer at Gainwell Group, where his dynamic leadership has been instrumental in achieving unparalleled financial success. His accomplishments include optimizing 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 organizations he has served.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Mr. Ayan Banerjee as a Whole-time Director - Finance for a period of 5 (five) years effective 25th January, 2024 subject to approval of the Shareholders. He has also been appointed as a Member of the Stakeholders Relationship Committee, CSR Committee & Risk Management Committee respectively. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The terms & conditions of the appointment of Mr. Banerjee together with his remuneration are as under:

1.	<b>Tenure</b>	:	Five years, i.e., from 25 <sup>th</sup> January 2024 to 24 <sup>th</sup> January 2029.
2.	<b>Basic Salary (per month)</b>	:	Basic Salary of ₹ 4,68,700/- per month with annual increment every year subject to approval of the Board of Directors of the Company.
3.	<b>Perquisites, Allowances, Retiral Benefits &amp; Total Remuneration (Fixed)</b>	:	Perquisites & Allowances, etc.: ₹ 64,35,600/- per annum. Retiral Benefits: ₹ 9,45,462/- per annum. Total Remuneration: ₹ 1,30,05,462/- per annum. The above perquisites, allowances & benefits shall be revised in accordance with annual increment subject to approval of the Board of Directors of the Company
4.	<b>Minimum Remuneration</b>	:	Where in any financial year, during the currency of the tenure, the Company has no profits or its profits are inadequate, the minimum remuneration shall be Basic Salary + Perquisites & Allowances + Retiral Benefits for that year, subject to any approval, if & when necessary.
5.	<b>Termination</b>	:	Subject to three (3) months' notice from either side or payment of amount equivalent to three (3) months' salary and also subject to the provisions of other Agreements, if any, in this respect with the Company;
6.	<b>Retirement by Rotation and Sitting Fees</b>	:	The appointment shall be subject to retirement by rotation at the Annual General Meeting of the Company during the tenure pursuant to the provisions of Article of Association of the Company. However, no sitting fees shall be paid for attending meetings of the Board of Directors or any Committee thereof.

The above may be considered as an abstract under Section 190 of the Companies Act, 2013 of the terms & conditions of the appointment of Mr. Ayan Banerjee as the Whole-time Director - Finance of the Company.

Considering the credentials of Mr. Banerjee, the Board is of the opinion that the Company would be greatly benefited under his professional guidance and therefore, recommends his appointment as a Whole-time Director designated as Director - Finance of the Company to the shareholders.

The proposed business as set out in Item No. 6 of this Notice is intended to seek your approval pursuant to Regulation 17(1C) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI LODR"). The Board recommends passing of the Special 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. Ayan Banerjee, 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.

Place: Kolkata  
Date: 18th March, 2024

**Registered Office:**

1, Taratolla Road Garden Reach,  
Kolkata, WB - 700024  
CIN: L74999WB1974PLC041725  
Website: www.tilindia.in

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

**Sekhar Bhattacharjee**  
Company Secretary

**ANNEXURE**

Details of Directors seeking appointment and re-appointment (Item No. 1 to 6) at the forthcoming Extra Ordinary General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015]

Name of Director	Ms. Saroj Punhani	Lt. Gen Narendra Bahadur Singh	Mr. Amit Mukherjee
Item No. of the Notice	1	2	3
DIN	08922018	09699871	06746412
Brief resume and nature of expertise in specific functional area	<p>Ms. Saroj Punhani has been a distinguished member of the Indian Audit and Accounts Service (IAAS) with an experience spanning nearly four decades, she has successfully navigated complex bureaucratic landscapes, implemented effective policies, and delivered impactful results. Through her career, she has held key positions with various Ministries of GOI and office of CAG of India. She worked as Central Information Commissioner with the Central Information Commission, Deputy Comptroller &amp; Auditor General (HR, Training &amp; International Relations) Additional Deputy Comptroller &amp; Auditor General looking after Audit Reports, Joint Secretary &amp; Financial Advisor, Department of Post, Ministry of Communications, GOI, Director General (Commercial) looking after audit of PSUs; Executive Vice President (Finance &amp; Support Services) PTC India, Ministry of Power, GOI, First Secretary (Economic Cooperation), MEA, GOI and Under/Secretary Deputy Secretary (Navy and Coast Guard) Ministry of Defence, GOI.</p>	<p>Lt. Gen. Narendra Bahadur Singh, a distinguished veteran, served in the Indian Army for 41 years, reaching the pinnacle as Director General, Electronics and Mechanical Engineering (EME) Corps. He also led the Information Systems Directorate at Army HQs. Specializing in Armoured Fighting Vehicles, he commanded units on Western, Eastern, and Northern borders, overseeing system readiness of Army's hardware from rifles to UAVs. Trained in Germany, General Singh strategized the establishment of assembly line for recapitalization of T72 tanks. As Military Attache Technical at the Indian Embassy at Moscow, he handled the induction of T90 tanks. As head of the Army's industrial base at Meerut, he brought to fruition D level reset infrastructure for T-90 tanks, UAVs, rocket systems, missiles and radars. He gave a new direction to the Army's indigenisation efforts by introducing projects aimed at sub-system level indigenisation and technology insertion like the BRDM, BMP mobility upgrade and VT 72 indigenisation. As DG Information Systems, he was responsible for accelerating the pace of development of Army's operational and management information systems contributing significantly to availability of inputs for decision support at highest level. General Singh pioneered mission engineering analytics and reliability prediction using big data, significantly transforming Army equipment readiness strategies. He has also been recognized with Param Vishishtha, Ati Vishishtha, and Vishishtha Seva medals. He is a Fellow of the Institution of Engineers, a Member of the Society of Automotive Engineers (SAE) and holds a PhD in Knowledge Leadership. As Commandant of Military College of EME, he played a key role in skill development of over one lakh EME technicians across 44 technical streams, leaving an enduring legacy of excellence and innovation.</p>	<p>Mr. Amit Mukherjee holding a B. Tech degree, is one of the co-founders of Unigrow Solutions, a business consulting firm. He brings in a rich and varied corporate experience as a business and functional leader in the field of technology and supply chain. He is one of the few who has a very deep understanding of business coupled with his domain knowledge of technology. He started his career in Tata Steel where he worked in planning, supply chain and in the technology group. His subsequent stints were with SAP India, Hewlett Packard, Reliance Energy, RPG group as Group CIO and Executive Director. During the tenure of Mr. Mukherjee at RPG group, he transitioned from a functional head to a business head and managed the Spencer's Retail business as Executive Director responsible for four functions namely: Operations, IT, Supply Chain and Projects. His last assignment was as the Chief Operating Officer of Srei Sahaj e-Village Limited, a company formed under the aegis of NREGP for providing online government and consumer facing services to the rural population using ICT.</p>
Date of first appointment on the Board	24.01.2024	24.01.2024	24.01.2024
Shareholding of Non-Executive Directors in the Company	NIL	NIL	NIL
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	NIL	NIL	NIL
Memberships / Chairmanships of Committees of other Companies, both listed and Unlisted (Includes only Audit Committee and Stakeholders Relationship Committee)	NIL	NIL	NIL

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 &amp; 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&amp;D Infrastructure Project (NATRIIP), 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 harmonization 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 IIMT, 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 National Product Support Head at the Gainwell Group, he was the Head Territory East for the Construction Business. 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 Messrs Lovelock &amp; Lewes audit firm &amp; currently serves as the Group Chief Financial Officer at Gainwell Group, where his dynamic leadership has been instrumental in achieving unparalleled financial success. His accomplishments include optimizing 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 organizations he has served.</p>
Date of first appointment on the Board	24.01.2024	24.01.2024	24.01.2024
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	Assets Care & Reconstruction Enterprise Limited	NIL	NIL
Memberships / Chairmanships of Committees of other Public Companies, both listed and Unlisted (includes only Audit Committee and Stakeholders Relationship Committee)	NIL	NIL	NIL



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