

TIL Limited

CIN : L74999WB1974PLC041725

Registered Office:

1, Taratolla Road, Garden Reach
Kolkata-700 024

Ph : 6633-2000, 6633 2845

Fax : 2469-3731/2143

Website: www.tilindia.in

May 25, 2016

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

Department of Corporate Affairs*
BSE Limited
PJ Towers
Dalal Street
Fort
Mumbai 400 001

National Stock Exchange of India Limited
Exchange Plaza
Plot No C-1, Block 'G'
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051

Dear Sir/Madam,

Sub: Disclosure of Voting Result of the Postal Ballot in terms of Regulation 30 and 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Please refer to our letter dated April 25, 2016 addressed to the Stock Exchanges enclosing therewith the Notice and Explanatory Statement convening the Postal Ballot for obtaining necessary approval of the Shareholders of TIL Limited ('the Company') by way of Special Resolution for the following matter as set out in the said Notice dated 21st April, 2016:

Special Resolution: Transfer of Caterpillar Business

In this connection, we would like to inform you that as per the Report submitted by the Scrutinizer, Mr. T. Chatterjee, Practicing Company Secretary (CP No. 6935) to the Company Secretary on 24th May, 2016, the aforesaid Resolution has been passed by the Shareholders of the Company with requisite majority. As per the resolution passed by the Board of Directors of the Company at its meeting held on 21st April, 2016, the Company Secretary has declared the Result of the Postal Ballot today, the 25th May, 2016 based on the Scrutinizer's Report.



A copy of the Scrutinizer's Report along with certified copy of the Result as declared by the Company is enclosed herewith for your kind perusal and records.

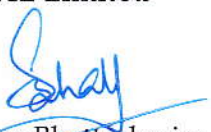
The result and the Scrutinizer's Report are also being hosted on the website of the Company at www.tilindia.in and will be published in the newspapers.

This letter and enclosures are provided in accordance with the requirements of Regulation 30 and 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Kindly take the above on your records.

Thanking You,

Yours faithfully,
For TIL Limited


Sekhar Bhattacharjee
Company Secretary

Encl: As above

SCRUTINIZER'S REPORT

[Pursuant to section 110 of the Companies Act, 2013 and rule 22
of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
TIL Limited
1, Taratolla Road, Garden Reach,
Kolkata 700024

Sir,

1. I, Tarun Chatterjee, a Company Secretary in whole time practice, have been appointed by the Board of Directors of TIL Limited (the Company), as a Scrutinizer for the purpose of Scrutinizing Postal Ballot voting including voting by electronic means (e-voting) in respect of the passing of the Special resolution proposed in the Notice of Postal Ballot dated 21st April 2016 as per the provisions of section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.
2. On the basis of the Register of Members/List of beneficial owners as received from the Depository Participants as on Tuesday 19th April, 2016 i.e. Record date (cut-off date) fixed for the purpose, the Company completed the dispatch of the Notice of Postal Ballot together with Ballot to all the Members by the prescribed mode as specified under the Rules.
3. In terms of the aforesaid Notice and as per the Provisions of section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, e-voting remained open from 24th April, 2016 (9:00 AM) to 23rd May, 2016 (5:00 PM).



4. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to postal ballot voting including voting by electronic means, on the resolutions proposed in the Postal Ballot Notice. My responsibility as a Scrutinizer for the Postal Ballot process, I have submitted a Scrutinizer's report of the votes casted "in favour" or "against" the resolution as stated, based on the report generated from e-voting system of National Securities Depository Limited (NSDL) and scrutiny of the postal ballots received till the time fixed for closing of the voting processes i.e. till Monday 23rd May, 2016 (5:00 PM).
5. Further to the above, I do hereby submit the Consolidated Report of vote casted through Postal Ballots as well as on e-voting on the resolution contained in the Notice of Postal Ballot dated 21st April, 2016 of the Company :-

Item No. 1: Selling or Transfer of the Caterpillar Business

Special Resolution:

"RESOLVED THAT pursuant to Section 180(1)(a) of the Companies Act, 2013 read with Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions, and subject to such consents, sanctions, permissions and approvals, if any required, the Company do transfer the Caterpillar Dealership business of the Company ("Caterpillar Business"); and for this purpose, the Company do sell or otherwise dispose of its Caterpillar Business as a going concern comprised in the wholly owned subsidiary companies by the following process:

- a. By sale of shares of Tractors India Private Limited in India;
- b. By sale of shares of Tractors Nepal Private Limited in Nepal;
- c. By sale of the specified assets & liabilities pertaining to Caterpillar Business and standing in the books of TIL Overseas Pte. Ltd. at its net book value in Singapore for a net consideration of not less than Rs. 350,00,00,000/- (Rupees Three Hundred Fifty Crore only) over and above the net book value in Singapore and the value of investments in Nepal respectively on such terms as may be deemed expedient by the Board of Directors in the best interest of the Company."

"RESOLVED FURTHER THAT for giving effect to the resolution, the Board of Directors do hereby authorise Mr. Sumit Mazumder, Chairman & Managing Director ("CMD") or any other person as may be authorized by CMD to take, from time to time, all necessary decision and to execute all such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as he may in his absolute discretion, deem fit, necessary or appropriate."



The Results of voting conducted are as under:

	E-voting	Ballot Valid votes	Total
Number of Shareholders voted	56	80	136
Number of shares held	6935487	135600	7071087
Number of voters voted in favour of the Resolution	45	70	115
Number of voters voted against the Resolution	11	10	21
Number of votes in favour of the Resolution	5881476	14568	5896044
Percentage of votes in favour of the Resolution	84.80	10.74	83.38
Number of votes against the Resolution	1054011	121032	1175043
Percentage of votes against the Resolution	15.20	89.26	16.62

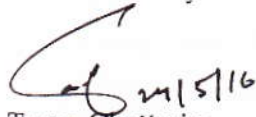
Total Number of Ballot Forms Rejected

Number of Ballot Paper rejected	3
Number of shares held	177
Reason of rejection	<ul style="list-style-type: none">• Assent and Dissent both the columns are ticked.• Both assent and dissent columns are left blank.

6. The Postal Ballot papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,

Yours faithfully



Tarun Chatterjee
Practicing Company Secretary
Membership No.17195
CP 6935

Place: Kolkata

Date: 24th May 2016

TIL Limited

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VOTING RESULTS OF POSTAL BALLOT

The Company viz. TIL Limited has conducted a Postal Ballot for obtaining the consent of its Shareholders by way of Special Resolution to transfer the Caterpillar Dealership Business of the Company carried out through its subsidiaries.

The Shareholders were provided the facility of voting through Postal Ballot form as well as through electronic means (e-voting). The Company had engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members.

The voting commenced on Sunday, 24th April, 2016 at 0900 Hours and ended on Monday, 23rd May, 2016 at 1700 Hours.

The Board of Directors of the Company had appointed Mr. T. Chatterjee, Practicing Company Secretary (CP No. 6935), as the Scrutinizer for the purposes of regulating the voting through postal ballot and e-voting in a fair and transparent manner.

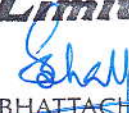
The Scrutinizer has submitted his Report on the Voting Result on 24th May, 2016 to the Company.

Based on the Scrutinizer's Report, the undersigned declares the Result as under:

	E-voting	Ballot Valid votes	Total
Number of Shareholders voted	56	80	136
Number of shares held	6935487	135600	7071087
Number of voters voted in favour of the Resolution	45	70	115
Number of voters voted against the Resolution	11	10	21
Number of votes in favour of the Resolution	5881476	14568	5896044
Percentage of votes in favour of the Resolution	84.80	10.74	83.38
Number of votes against the Resolution	1054011	121032	1175043
Percentage of votes against the Resolution	15.20	89.26	16.62

Based on the above facts, the Special Resolution set forth in the Notice dated 21st April, 2016 convening the Postal Ballot is declared to be passed by the Shareholders of the Company with requisite majority.

Place: *Kolkata*
Date: *25th May, 2016*

TIL Limited
SEKHAR BHATTACHARJEE
COMPANY SECRETARY