

# NOTICE

## OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 43rd Annual General Meeting of the Members of TIL LIMITED ('the Company') will be held on Friday, 3rd August 2018 at 10:00 a.m. at the Registered Office of the Company at 1, Taratolla Road, Garden Reach, Kolkata - 700 024 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended on 31st March 2018 together with the Reports of the Directors and the Auditors thereon.
2. To consider declaration of dividend.
3. To appoint a Director in place of Mr. Alope Banerjee (DIN 00609491), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to Messrs. D. Radhakrishnan & Co. (Firm Registration No. 000018), the Cost Auditors of the Company for the financial year 2018-19, being ₹1,10,000/- (Rupees One Lakh Ten Thousand Only) per annum plus out of pocket expenses as approved by the Board of Directors of the Company be and is hereby ratified."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules thereunder (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), the Director(s) of the Company (other than the Managing Director and the Whole-time Director) together be paid a commission of such an aggregate amount as may, from time to time, be determined by the Board of Directors but not exceeding one (1) per cent (%) of the net profits of the Company for the relevant financial year for a period of five years commencing 1st April 2018 as computed in the manner prescribed under Section 198 of the Companies Act, 2013 and the said sum shall be divided amongst such Director(s) in such proportion and in such manner as may be decided by the Board of Directors, failing which in equal shares."

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Kolkata  
18th May 2018

By Order of the Board  
**Sekhar Bhattacharjee**  
Company Secretary

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## NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from Monday, 30th July 2018 to Monday, 6th August 2018 (both days inclusive).
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the items of Special Business is annexed hereto.
3. Members are requested to produce the enclosed Attendance Slip duly signed as per the specimen signature recorded with the Company / Depository Participant for admission to the meeting hall.
4. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting.
5. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
6. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
7. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios are requested to write to the Company or to its Registrar and Share Transfer Agent.
8. For the purpose of determining the Members who would be eligible to receive dividend, if declared at the Annual General Meeting, the Record Date shall be Friday, 27th July 2018.
9. Pursuant to Section 124(5) of the Companies Act, 2013 any money transferred to the unpaid dividend account of the Company remaining unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred to Investor Education & Protection Fund (IEPF), constituted by the Central Government. So, Members are advised to claim the same from the Company immediately. The due dates of transfer of the following unclaimed / unpaid dividend to IEPF are as under:

<b>Dividend for the years</b>	<b>Date of Declaration</b>	<b>Due date of transfer</b>
2010-2011	26.07.2011	1st September 2018
2011-2012	31.07.2012	7th September 2019
2012-2013	30.07.2013	6th September 2020
2013-2014	28.07.2014	4th September 2021
2016-2017	26.08.2017	2nd September 2024

The Company had, accordingly, transferred ₹ 5,00,172/- (Rupees Five Lakhs One Hundred Seventy Two only) being the unclaimed and unpaid dividend amount pertaining to the year 2009-10 on 4th September 2017 to IEPF.

10. Members are requested to quote their Folio Number/Client ID and DP ID in all correspondences and Members holding shares in physical form are requested to advise change of address, if any, to the Company or to its Registrar and Share Transfer Agent. All intimation of change of address must state the PIN code for proper delivery.
11. Members are requested to immediately intimate their bank particulars giving the name of the bank, branch and type of account to the Company's Registrar and Share Transfer Agent, Messrs. C. B. Management Services (P) Ltd., P-22, Bondel Road, Kolkata 700 019. It is extremely important for the Members to furnish bank particulars to avoid fraudulent transactions.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) details by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to its Registrar and Share Transfer Agent.
13. Members are requested to bring their copies of the Annual Report at the Meeting.
14. Electronic copy of the Annual Report for 2017-18 is being sent to all the Members whose e-mail addresses are registered with the Company / Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode.
15. Members may also note that the Notice of the 43rd Annual General Meeting and the Annual Report for 2017-18 are available on the Company's website [www.tilindia.in](http://www.tilindia.in) for download.
16. All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 a.m. to 5.00 p.m.) on all working days except Saturdays, up to the date prior to holding of the Annual General Meeting of the Company.

**17. Voting through electronic means:**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the Members with the facility to exercise their right to vote on resolutions proposed to be considered at the 43rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services. The facility of casting the votes ("e-Voting") by the Members using an electronic voting system from a place other than the venue of the AGM will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the Members attending the Meeting who have not cast their vote by e-Voting shall be able to exercise their right at the Meeting through ballot paper.
- III. The Members who have cast their vote by e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The e-Voting period commences on Tuesday, 31st July 2018 (9.00 a.m.) and ends on Thursday, 2nd August 2018 (5.00 p.m.). During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 27th July 2018, may cast their vote by e-Voting. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-Voting are as under:
  - (i) Shareholders can commence e-Voting as soon as they receive an e-mail from NSDL. In order to commence e-Voting the following guidelines may be followed:
    - (a) Open e-mail and open PDF file viz; "TIL e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-Voting. Please note that the password is an initial password.
    - (b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
    - (c) Click on Shareholder - Login
    - (d) Put user ID and password as initial password/PIN noted in step (a) above. Click Login.
    - (e) Password change Menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (f) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
    - (g) Select "EVEN" (Electronic Voting Event Number) of TIL Limited.
    - (h) Now you are ready for e-Voting as Cast Vote page opens.
    - (i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (j) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (k) Once you have voted on the Resolution(s), you will not be allowed to modify your vote.
    - (l) Corporates / 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. to the Scrutinizer through e-mail to [tchatterjeeassociates@gmail.com](mailto:tchatterjeeassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - (ii) In case a Shareholder who receives physical copy of the Notice (for Shareholders whose email Ids are not registered with the Company / Depository participant(s) or who has requested for physical copy) and wish to undertake e-Voting:

(a) Initial password is provided at the bottom of the Attendance Slip for the AGM in the following format:

<b>EVEN (Electronic Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD</b>

(b) Please follow all steps from Sl. No. V.(i)(b) to Sl. No. V.(i)(l) above, to cast vote.

- VI. In case of any query, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800-222-990.
- VII. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password/ PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail in the user profile details of the folio which may be used for sending future communication(s).
- IX. Shareholders may submit their queries/grievances, etc. connected to e-Voting to [Secretarial.Department@tilindia.com](mailto:Secretarial.Department@tilindia.com), [ranarc@cbmsl.co](mailto:ranarc@cbmsl.co) and/or [tchatterjeeassociates@gmail.com](mailto:tchatterjeeassociates@gmail.com) or contact Mr. Rana Roy Chowdhury, Assistant Manager, Messrs. C B Management Services (P) Ltd., P-22, Bondel Road, Kolkata 700 019, Tel : (033) 4011 6700/6711/6718, Mobile No. : 9903799061.
- X. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company held as on the cut-off date of Friday, 27th July 2018.
- XI. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of this AGM and holding shares as on the cut-off date i.e., Friday, 27th July 2018, may obtain the login ID and password by sending a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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 forget your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- XII. A Member may participate in the AGM even after exercising his right to vote through e-Voting but shall not be allowed to vote again at the AGM.
- XIII. A person, 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 only shall be entitled to avail the facility of e-Voting or Voting at the AGM through ballot paper.
- XIV. Mr. T. Chatterjee, Practising Company Secretary (CP No. 6935) of Messrs. T. Chatterjee & Associates has been appointed as the Scrutinizer to scrutinize the voting and e-Voting process in a fair and transparent manner.
- XV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of ballot paper for all those Members who are present at the AGM but have not cast their votes by availing the e-Voting facility.

XVI. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the Meeting and thereafter unblock the votes cast through e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated Scrutinizer's Report on the total votes cast in favour of or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at [www.tilindia.in](http://www.tilindia.in) and on the website of NSDL immediately and also be forwarded to the Stock Exchanges forthwith.

18. This Notice has been updated with the instructions for voting through electronic means as per the Companies (Management and Administration) Amendment Rules 2015.

#### 19. INFORMATION REQUIRED TO BE FURNISHED UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The particulars of Director(s) proposed to be appointed/re-appointed are given below:

<b>Name</b>	Mr. Alope Banerjee (DIN 00609491)
<b>Age</b>	63 Years
<b>Qualifications</b>	B.COM, ACA
<b>Date of Last Appointment</b>	1st January 2017
<b>Expertise</b>	Mr. Alope Banerjee qualified as a Chartered Accountant in 1979. He worked with Dunlop India Limited from June, 1980 to February, 1995. He joined TIL Limited ('the Company') in March, 1995 as a Deputy General Manager and became the President of the Company in July, 2006. Prior to his appointment on the Board, he was the President & Chief Financial Officer of the Company and has been responsible for managing the entire Finance, Corporate and Administrative functions of the Company/Group. Besides being on the Board of the overseas subsidiary company he is also on the Board of other associate companies. He has been a 'Key Managerial Personnel' ('KMP') of the Company under the Companies Act, 2013.
<b>Chairman/ Director of other Companies</b>	Director: TIL International Pvt. Ltd. Director: Myanmar Tractors Ltd. Director: TIL Overseas Pte. Ltd.
<b>Committee positions held in other Companies</b>	NIL

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 4**

The Board of Directors of the Company at its meeting held on 18th May 2018, on the recommendation of the Audit Committee, have appointed Messrs. D. Radhakrishnan & Co. (Firm Registration No. 000018) as the Cost Auditors of the Company for the financial year 2018-19 at a remuneration of ₹ 1,10,000/- (Rupees One Lakh Ten Thousand Only) per annum plus out of pocket expenses and applicable taxes.

In terms of the provisions of Section 148 of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to the Cost Auditors is required to be ratified by the Members at the Annual General Meeting of the Company.

Accordingly, consent of the Members is sought for passing an ordinary resolution as set out at Item No. 4 of the Notice of this Annual General Meeting for ratification of the aforesaid remuneration payable to the Cost Auditors for the financial year 2018-19. The Board recommends passing of the ordinary resolution in the interest of the Company.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

**ITEM NO. 5**

The Members at the 38th Annual General Meeting of the Company held on 30th July 2013 had passed a special resolution under Section 309 of the erstwhile Companies Act, 1956 empowering the Board to declare and pay commission to the Non-Executive Directors of the Company not exceeding 1% (one percent) of the net profits (in aggregate) of the relevant financial year for a period of five years commencing 1st April 2013 (and valid upto 31st March 2018) as calculated in accordance with the applicable provisions of the erstwhile Companies Act, 1956.

Pursuant to the provisions of Section 197 of the Companies Act, 2013, the Board of Directors at its Meeting held on 18th May 2018, on the recommendation of the Nomination and Remuneration Committee, have approved payment of Commission to Non-Executive Directors (other than Managing Director and the Whole-time Director) of the Company of such an amount not exceeding 1% (one percent) of the net profits (in aggregate) for the relevant financial year for a period of five years commencing 1st April 2018 as computed in the manner prescribed under the Sections 198 of the Companies Act, 2013.

In terms of the applicable provisions of the Companies Act, 2013, the aforesaid proposal for payment of Commission to Non-Executive Directors is required to be approved by the Members through a special resolution and accordingly, the proposed special resolution as set out at Item No. 5 of the Notice of this Annual General Meeting is intended to seek your approval. The Board recommends passing of the resolution in the interest of the Company.

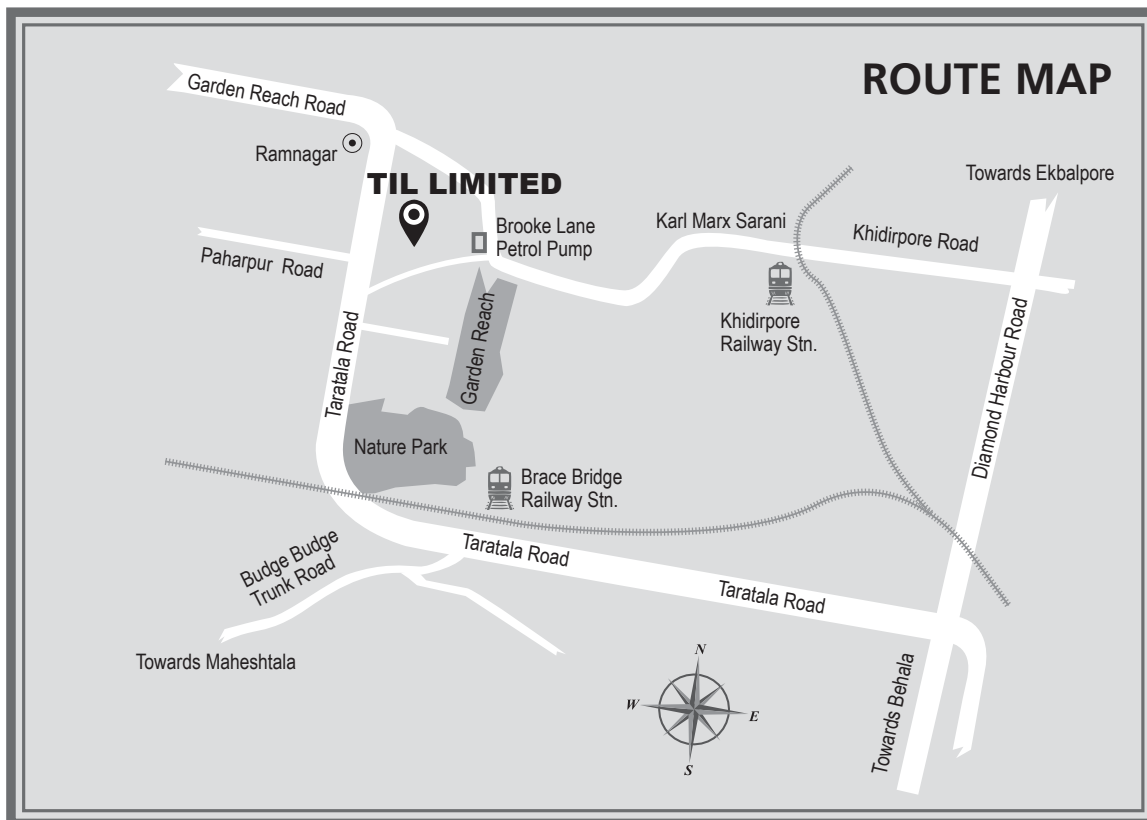
Except for the Non-Executive Directors, neither the Managing Director nor the Whole-time Director or the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

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Kolkata  
18th May 2018

By Order of the Board  
**Sekhar Bhattacharjee**  
Company Secretary

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**TIL Limited**

CIN: L74999WB1974PLC041725

**Registered & Corporate Office:**

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