

CIN: L74999WB1974PLC041725

Registered Office:

1, Taratolla Road, Garden Reach
Kolkata 700 024

Website : www.tilindia.in

Tel : 6633 2000, 6633 2845

Fax : 2469 3731/2143

NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given under Section 110 of the Companies Act, 2013 (“**the Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) for obtaining assent of the requisite majority of the Members of the Company by means of Postal Ballot on the Special Resolutions set out in this Notice. In terms of Section 108 of the Act and Rule 22(1) and Rule 22(15) of the Rules read with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members are also provided with the facility of voting through electronic means (“e-voting”).

The explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the Special Resolutions setting out the material facts and the reasons thereof is set out below for your consideration and the Postal Ballot Form is annexed with this Postal Ballot Notice (“**Notice**”). Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company, at its meeting held on 8th February, 2019 have appointed Ms. Binita Pandey (Membership No. ACS 41594) of M/s. T. Chatterjee & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct and ensure that the Postal Ballot and the e-voting processes are carried out in a fair and transparent manner.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed herein and return the Postal Ballot Form duly completed in the enclosed postage prepaid self addressed Business Reply Envelope. Postal Ballot Form can also be sent by courier/ speed post at the expense of the Members or be deposited personally at the address given on the self addressed Business Reply Envelope.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section ‘**Instruction for Voting through Electronic means**’. References to Postal Ballot in this Notice include votes received electronically.

Voting through Postal Ballot and e-voting shall commence from Sunday, 24th February, 2019 and end on Monday, 25th March, 2019. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. (IST) on Monday, 25th March, 2019 to be eligible for being considered, failing which it will stand rejected. The e-voting portal shall be blocked by National Securities Depository Limited (NSDL) on Monday, 25th March, 2019 after which e-voting shall not be possible. Members are accordingly requested to take note of the above timelines while exercising their voting.

SPECIAL RESOLUTION:

1. Approval for continuation of current term of Mr. R.L. Gaggar, Independent Director

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of Members of the Company be and is hereby accorded to Mr. R. L. Gaggar (DIN 00066068), Independent Director of the Company to continue to hold his term of office under the current tenure of his appointment which ends on 27th July, 2019 notwithstanding that he had attained the age of 75 years on 1st December, 2007.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

2. Approval for continuation of current term of Dr. T. Mukherjee, Independent Director

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of Members of the Company be and is hereby accorded to Dr. T. Mukherjee (DIN 00004777), Independent Director of the Company to continue to hold his term of office under the current tenure of his appointment which ends on 31st March, 2021 notwithstanding that he had attained the age of 75 years on 13th October, 2017.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

Place : Kolkata

Date : 8th February, 2019

By Order of the Board

Sekhar Bhattacharjee
Company Secretary

NOTES:

1. This Notice along with the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/ Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent to them by the permitted mode viz., Registered Post/Speed Post/Courier. Members may note that this Notice is also available on the Company's website : <https://www.tilindia.in/investor-relations/postal-ballot> and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com.
2. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **Friday, 15th February, 2019 (Cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.
3. The Postal Ballot Form should be signed by the Member as per the specimen signature registered with the Company. In case shares are jointly held, the Postal Ballot Form should be completed and signed by the first holder and in his/her absence, by the next joint holder. Holders of Power of Attorney (PoA) on behalf of a Member may vote on the Postal Ballot Form mentioning the Registration No. of the PoA registered with the Company or attach notarially attested copy of the PoA. Unsigned/ Incomplete Postal Ballot Forms will be rejected.
4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
5. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Rules read with Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is also providing e-voting facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members.
6. Members can opt for only one mode of voting i.e., either through Postal Ballot Form or by e-voting. In case any Member cast his votes both through Postal Ballot and by e-voting, the votes cast by e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
7. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e., Monday, 25th March, 2019.
8. A member cannot exercise his vote by proxy on Postal Ballot.
9. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than 5.00 p.m. (IST) on Monday, 25th March, 2019. The postage will be borne by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier or registered / speed post or deposited personally at the address given on the self-addressed Business Reply Envelope, at the expense of the Members will also be accepted. If any Postal Ballot Form is received after 5.00 p.m. (IST) on Monday, 25th March, 2019, it will be considered that no reply from the Member has been received. Additionally, please note that the Postal Ballot Forms shall be considered invalid if (i) it is not possible to determine without any doubt the assent or dissent of the Member, and/ or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member, and/ or (iii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established, and/ or (iv) the Member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote.
10. Members who have received the Postal Ballot Notice by e-mail and who wishes to vote through Physical Form may download the Postal Ballot Form attached in the e-mail or from the link www.evoting.nsdl.com or from the Company's website <https://www.tilindia.in/investor-relations/postal-ballot> and send the duly completed and signed Postal Ballot Form to the Scrutinizer so as to reach on or before 5.00 p.m. (IST) on Monday, 25th March, 2019.
11. In case a Member is desirous of obtaining duplicate Postal Ballot Form, the Member may write to our Registrar and Share Transfer Agent (RTA), M/s. C.B. Management Services (P) Ltd., P-22, Bondel Road, Kolkata- 700019, Tel: (033) 40116700, Email: rtacbmssl.com or download the Postal Ballot Form from the Company's website, <https://www.tilindia.in/investor-relations/postal-ballot> or from the website of NSDL, www.evoting.nsdl.com. The Duplicate Form duly completed should reach the Scrutinizer not later than 5.00 p.m. (IST) on Monday, 25th March, 2019.

12. Instructions for Voting through Electronic means:

The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com>

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-voting website?

- I. 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 phone.
- II. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

- III. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices 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.
- IV. 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 110452 then user ID is 110452001***

- V. Your password details 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 force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL 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 ID is not registered, your 'initial password' is communicated to you on your postal address
- VI. 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.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- VII. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- VIII. Now, you will have to click on "Login" button.
- IX. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-voting system?

- I. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
- II. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- III. Select "EVEN" of the Company, which is 110452.
- IV. Now you are ready for e-voting as the Voting page opens.
- V. 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.
- VI. Upon confirmation, the message "Vote cast successfully" will be displayed.
- VII. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- VIII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

- I. 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 to tchatterjeeassociates@gmail.com with a copy marked to evoting@nsdl.co.in.

- II. 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 to reset the password.
- III. 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

13. Other Instructions:

- I. The e-voting period commences from 9.00 a.m. (IST) on Sunday, 24th February, 2019 to 5.00 p.m. (IST) on Monday, 25th March, 2019. During this period, Members holding shares either in physical form or in dematerialized form, as on the Cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
- II. The Scrutinizer shall, immediately after the conclusion of voting through Postal Ballot, count the votes cast, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of voting through Postal Ballot, a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or any person authorised by him, who shall countersign the same. The Scrutinizer’s decision on the validity of a Postal Ballot Form will be final and binding.
- III. The results declared along with the Scrutinizer’s Report shall be displayed at the Registered Office of the Company, placed on the Company’s website <https://www.tilindia.in/investor-relations/postal-ballot> and on the website of NSDL, www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 notified on May 9, 2018 prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Mr. R.L. Gaggar (DIN 00066068) and Dr. T. Mukherjee (DIN 00004777) were appointed as Independent Directors of the Company at the Annual General Meeting held on 28th July, 2014 and 22nd July, 2016 respectively for a period of five years. Both of the Directors have attained the age of 75 years viz. Mr. R.L. Gaggar on 1st December, 2007 and Dr. T. Mukherjee on 13th October, 2017 respectively.

Mr. R. L. Gaggar is a practicing Solicitor & Advocate with vast experience in the field of Law and Corporate Governance. He is well conversant with the business of the Company and provides strategic advice on legal, compliance and commercial issues.

Dr. T. Mukherjee is a renowned Metallurgist and is associated with reputed organizations like West Bengal Industrial Development Corporation Ltd., Bharat Forge Ltd., etc. He brings an independent judgement on the Board’s discussions especially on issues related to strategy and operational performance.

The above mentioned Independent Directors being experts in their respective fields, extend valuable guidance and support to the Company. The Board of Directors of the Company, at its meeting held on 8th February, 2019 have recommended continuation of the said Directors upto their existing terms subject to the approval of the Members as aforesaid.

The proposed Special Resolutions have been embodied in this Notice to seek your approval through Postal Ballot / e-voting. Your Directors recommend passing of this Resolution in the interest of the Company.

Except the above Directors, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Place : Kolkata
Date : 8th February, 2019

By Order of the Board
Sekhar Bhattacharjee
Company Secretary