

**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

10<sup>th</sup> October, 2019

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

The Manager,  
Listing Department  
National Stock Exchange of India Ltd.,  
Exchange Plaza, C-1, Block - G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai 400 051

The Secretary,  
Listing Department  
BSE Ltd.,  
P.J. Towers,  
Dalal Street, Fort,  
Mumbai 400001.

Stock Code: TIL

Scrip Code: 505196

Dear Sir,

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

In terms of Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find the Compliance Report on Corporate Governance of the Company for the second quarter ended on 30<sup>th</sup> September, 2019 (Annexure-I) and the half year ended on 30<sup>th</sup> September, 2019 (Annexure-II) respectively for your kind perusal and record.

Thanking you,

Yours faithfully,  
For TIL LIMITED



SEKHAR BHATTACHARJEE  
COMPANY SECRETARY

Encl. As above

## TIL LIMITED

## Quarterly Compliance Report on Corporate Governance for the Second Quarter ended 30th September, 2019

## I. Composition of Board of Directors

Sr	Title (Mr / Ms)	Name of the Director	PAN	Category of directors (Chairperson/Executive/ Non-Executive/Independent /Nominee)	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Mr	SUMIT MAZUMDER	PAN-AEOPM4572K DIN-00116654	Chairperson/ Executive Director/MD	11-02-1948	01-06-1994	01-06-2017	-		3	2	4	0
2	Mr	R. L. GAGGAR	PAN-ADVPG9976H DIN-00066068	Non-Executive - Independent Director	01-12-1932	14-05-1985	28-07-2019	-	60	5	5	7	1
3	Mr	G. SWARUP	PAN-AKTPS6727K DIN-00374298	Non-Executive - Independent Director	21-11-1956	26-03-2008	28-07-2019	-	60	6	3	4	2
4	Mr	T. MUKHERJEE	PAN-AETPM7030H DIN-00004777	Non-Executive - Independent Director	13-10-1942	04-06-2009	01-04-2016	-	60	1	1	1	0
5	Mr	S.V. RAMANA RAO	PAN-ACTPS2985B DIN-07002758	Non-Executive - Nominee Director	19-02-1959	10-09-2014	10-09-2014	-		1	1	1	0
6	Ms	VEENA HINGARH	PAN-AARPH3012Q DIN-00885567	Non-Executive - Independent Director	04-09-1970	26-03-2015	26-03-2016	-	60	2	2	1	0
7	Mr	ALOKE BANERJEE	PAN-AEJPB5533J DIN- 00609491	Executive Director	01-12-1954	01-01-2017	01-01-2017	-		1	0	0	0
8	Mrs	MANJU MAZUMDER	PAN-AEOPM4573J DIN-00743164	Non-Executive - Non Independent Director	22-10-1948	08-02-2019	13-08-2019	-		1	0	0	0



**II. Composition of Committees****Audit Committee Details**

Sr	DIN	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation
1	00374298	Mr. G. SWARUP	Non-Executive - Independent Director	Chairperson	26-03-2008	-
2	00066068	Mr. R. L. GAGGAR	Non-Executive - Independent Director	Member	31-10-2000	-
3	00004777	Mr. T. MUKHERJEE	Non-Executive - Independent Director	Member	04-06-2009	-
4	07002758	Mr. S.V. RAMANA RAO	Non-Executive - Nominee Director	Member	10-09-2014	-
5	00885567	Ms. VEENA HINGARH	Non-Executive - Independent Director	Member	26-03-2015	-

**Nomination and remuneration committee**

Sr	DIN	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation
1	00066068	Mr. R. L. GAGGAR	Non-Executive - Independent Director	Chairperson	05-05-2014	-
2	00374298	Mr. G. SWARUP	Non-Executive - Independent Director	Member	05-02-2015	-
3	00004777	Mr. T. MUKHERJEE	Non-Executive - Independent Director	Member	05-05-2014	-

**Stakeholders Relationship Committee**

Sr	DIN	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation
1	00066068	Mr. R. L. GAGGAR	Non-Executive - Independent Director	Chairperson	20-05-2014	-
2	00116654	Mr. SUMIT MAZUMDER	Executive Director	Member	20-05-2014	-
3	00374298	Mr. G. SWARUP	Non-Executive - Independent Director	Member	20-05-2014	-

**Corporate Social Responsibility Committee**

Sr	DIN	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation
1	00116654	Mr. SUMIT MAZUMDER	Executive Director	Chairperson	20-05-2014	-
2	00004777	Mr. T. MUKHERJEE	Non-Executive - Independent Director	Member	20-05-2014	-
3	00066068	Mr. R. L. GAGGAR	Non-Executive - Independent Director	Member	20-05-2014	-



### III. Meeting of Board of Directors

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting
1	22-05-2019		Yes	8	4
2	13-08-2019	82	Yes	8	4

### IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors present	No. of Independent Directors attending the meeting
1	Audit Committee	22-05-2019		Yes	5	4
2	Audit Committee	13-08-2019	82	Yes	5	4



V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	-
2	Whether shareholder approval obtained for material RPT	NA	-
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	-

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015: a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015: Risk management committee (applicable to the top 100 listed entities)	NA
4	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
5	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
6	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

*TIL Limited*

*Shel*  
SEKHAR BHATTACHARJEE  
COMPANY SECRETARY

PLACE: KOLKATA

DATE: 10.10.2019

## ANNEXURE-II

## Compliance Report on Corporate Governance for the Half Year ended on 30th September, 2019

Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

**TIL Limited**

*Shay*  
SEKHAR BHATTACHARJEE  
COMPANY SECRETARY

PLACE: KOLKATA.

DATE : 10.10.2019