

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

10th January, 2020

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/Madam,

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 third quarter and nine months ended on 31st December, 2019 of the financial year 2019-20 (Annexure-I), 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 Third Quarter ended 31st December, 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 | Whether special resolution passed? [Refer Reg 17(1A) of Listing Regulations] | Date of passing special resolution | 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 | NA | | 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 | YES | 27-03-2019 | 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 | NA | | 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 | YES | 27-03-2019 | 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 | NA | | 10-09-2014 | 10-09-2014 | - | | 1 | 0 | 1 | 0 |
| 6 | Ms | VEENA HINGARH | PAN-AARPH3012Q DIN-00885567 | Non-Executive - Independent Director | 04-09-1970 | NA | | 26-03-2015 | 26-03-2016 | - | 60 | 2 | 2 | 1 | 0 |
| 7 | Mr | ALOKE BANERJEE | PAN-AEJPB5533J DIN- 00609491 | Executive Director | 01-12-1954 | NA | | 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 | NA | | 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 | 13-08-2019 | | Yes | | |
| 2 | 13-11-2019 | 91 | 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 | 13-08-2019 | | Yes | | |
| 2 | Audit Committee | 13-11-2019 | 91 | 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

SEKHAR BHATTACHARJEE
COMPANY SECRETARY

PLACE : KOLKATA

DATE : 10-01-2020