

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 46th Annual General Meeting ('AGM') of the Members of TIL LIMITED ('the Company') will be held on Friday, 10th September 2021 at 10.00 a.m. through Video Conferencing (VC) or Other Visual Means (OAVM), to transact the following businesses:

## **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March 2021, together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March 2021, together with the Reports of the Auditors thereon.
3. To appoint a Director in place of Mr. Sumit Mazumder (DIN 00116654), who retires by rotation and being eligible, offers himself for re-appointment.
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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Messrs. Singhi & Co., Chartered Accountants (Registration No. 302049E), be and is hereby appointed as the Statutory Auditors of the Company for a term of five years commencing from the conclusion of this Annual General Meeting till the conclusion of the 51st Annual General Meeting of the Company at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

## **SPECIAL BUSINESS:**

5. 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 other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed 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., Cost Accountants (Firm Registration No. 000018), appointed by the Board of Directors, on the recommendation of the Audit Committee, as the Cost Auditor of the Company, to conduct the audit of the cost records maintained by the Company for the financial year 2021-22, amounting to ₹ 120,000/- (Rupees One Lakh Twenty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses as approved by the Board of Directors of the Company be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. 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 Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘Act’) and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘SEBI Listing Regulations’), Dr. T. Mukherjee (DIN 00004777), whose re-appointment has been recommended by the Nomination & Remuneration Committee and the Board of Directors and who has submitted a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company for a further term of five consecutive years with effect from 1st April 2021 whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. 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 Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘Act’) and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘SEBI Listing Regulations’), Ms. Veena Hingarh (DIN 00885567), whose re-appointment has been recommended by the Nomination & Remuneration Committee and the Board of Directors and who has submitted a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company for a further term of five consecutive years with effect from 26th March 2021, whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Kolkata  
31st May 2021

By Order of the Board  
**Sekhar Bhattacharjee**  
Vice President & Company Secretary

## NOTES:

1. In view of the nationwide COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 20/2020 dated 5th May 2020, read with General Circular No. 14/2020 dated 8th April 2020 and General Circular No. 17/2020 dated 13th April 2020 followed by General Circular No. 02/2021 dated 13th January 2021 (collectively referred to as "said Circulars") has permitted companies to hold their annual general meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the shareholders at a common venue. Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 ("the Act") read with the said Circulars and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has decided to convene its ensuing 46th Annual General Meeting ("AGM") through VC / OAVM. Shareholders attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. However, since this AGM is being held through VC / OAVM, whereby physical attendance of shareholders has been dispensed with and in line with the said Circulars read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 ("SEBI Circular") issued by the Securities and Exchange Board of India (SEBI), THE FACILITY TO APPOINT A PROXY TO ATTEND AND CAST VOTE FOR THE SHAREHOLDERS IS NOT MADE AVAILABLE FOR THIS AGM and hence the proxy form is not annexed to this Notice.  
  
However, in terms of the provisions of Section 112 of the Act read with the said Circulars, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC / OAVM on their behalf and participate thereat and cast votes by electronic means (details of which are provided separately in this Notice). Such Corporate Members are requested to refer the 'General Guidelines for shareholders' provided under point no. 11 herein below, for more information.
3. The Explanatory Statement pursuant to Section 102 of the Act, relating to Item Nos. 5, 6 and 7 of the Notice of the AGM is annexed hereto. Also, relevant details in respect of Director retiring by rotation and seeking re-appointment at the AGM in terms of Regulations 26(4) and 36(3) of the SEBI Listing Regulations, as amended from time to time and Clause 1.2.5 of Secretarial Standard-2 on General Meetings are also annexed to this Notice.
4. Shareholders are requested to participate at the AGM through VC / OAVM by joining at least 15 minutes prior to the schedule time of meeting.
5. In line with the said Circulars issued by the MCA and the SEBI Circular, the Annual Report including the Notice of AGM of the Company inter alia indicating the process and manner of e-Voting is being sent only by email, to all the shareholders whose email addresses are registered with the Company / Depository Participant(s) for communication purposes and also to all other persons so entitled.

Further, in terms of the applicable provisions of the Act, the SEBI Listing Regulations read with the said Circulars, the Annual Report including the Notice of AGM is also available on the website of the Company at [www.tilindia.in](http://www.tilindia.in). The same can also be accessed from the websites of the Stock Exchanges i.e., BSE Ltd. (BSE) at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Ltd. (NSE) at [www.nseindia.com](http://www.nseindia.com) and also on the website of National Securities Depository Ltd. (NSDL) i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

6. Pursuant to Section 124(5) of the Act, any money transferred to the unpaid dividend account of the Company remaining unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer shall be transferred to Investor Education & Protection Fund ('IEPF'), constituted by the Central Government. 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>
2013-2014	28.07.2014	04.09.2021
2014-2015	NIL	NA
2015-2016	NIL	NA
2016-2017	26.08.2017	01.10.2024
2017-2018	03.08.2018	09.09.2025
2018-2019	13.08.2019	19.09.2026
2019-2020	NIL	NA

Particulars of shareholders who have not encashed their dividend warrants from the financial year ended 31st March 2014 are available on the Company's website: <https://www.tilindia.in/investor-relations/unclaimed-dividend>. Shareholders are requested to contact Messrs. C B Management Services (P) Limited, the Registrar and Share Transfer Agent of the Company, for facilitating encashment of the unclaimed dividends standing to the credit of their account.

7. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, as amended ('IEPF Rules'), all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall have to be transferred by the Company to the designated Demat account of the IEPF Authority within a period of 30 (thirty) days of such shares becoming due to be transferred to the IEPF Account.

The Company had sent individual notices and also advertised in the newspaper seeking action from the shareholders who have not claimed their dividends for 7 (seven) consecutive years. Accordingly, the Company had transferred such unpaid or unclaimed dividends of ₹ 175,532/- (Rupees One Lakh Seventy Five Thousand Five Hundred and Thirty Two only) and corresponding 3,873 (Three Thousand Eight Hundred and Seventy Three) shares for the financial year ended 31st March 2013 to IEPF. Shareholders / Claimants whose shares and/or unclaimed dividend have been transferred to IEPF may claim the shares and/or apply for refund of dividend by making an application to the IEPF Authority in E-form IEPF-5 (available on <http://www.iepf.gov.in>) along with requisite fee as decided by the IEPF Authority from time to time. The shareholders / Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

Shareholders are, therefore, encouraged to verify their records and claim their dividends of all the earlier years, if not already claimed.

8. Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically. Further, in case of any change in the e-mail address registered with the Company, a fresh address may kindly be sent to the Company at [secretarial.department@tilindia.com](mailto:secretarial.department@tilindia.com) or to the Company's Registrar & Share Transfer Agent, Messrs. C B Management Services (P) Limited at [rta@cbmsl.com](mailto:rta@cbmsl.com). Shareholders holding shares in demat form are requested to register / update their e-mail address with their Depository Participant(s).
9. Shareholders are requested to contact the Company's Registrar & Share Transfer Agent, Messrs. C B Management Services (P) Limited, P-22 Bondel Road, Kolkata - 700 019 [Phone No. (033) 4011 6700; e-mail address: [rta@cbmsl.com](mailto:rta@cbmsl.com)] for reply

to their queries / redressal of complaints, if any, or contact at the registered office of the Company [Phone No. (033) 6633 2000; e-mail address: secretarial.department@tilindia.com].

10. Statutory Registers and relevant documents referred to in the Notice and in the Explanatory Statement will be available for inspection through electronic mode upto the date of AGM. Accordingly, shareholders may write to the Company at secretarial.department@tilindia.com in this regard by mentioning their names, folio nos. / demat account nos., etc. with the caption "Request for Inspection" in the subject line of the e-mail.

#### **11. Voting through electronic means:**

In terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44(1) of the SEBI Listing Regulations and the said Circulars, the Company is pleased to provide the facility of "e-Voting" to its shareholders, to enable them to cast their votes on the resolutions proposed to be passed at the AGM, by electronic means.

The Company has engaged the services of NSDL, who will provide with the e-Voting facility of casting votes to the shareholders using remote e-Voting system from a place other than the venue of the AGM ('remote e-Voting') as well as e-Voting during the proceedings of the AGM ('e-Voting at the AGM').

Further, in accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed Friday, 3rd September 2021 as the "cut-off" date to determine the eligibility to vote by remote e-Voting or e-Voting at the AGM. A shareholder 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, i.e., Friday, 3rd September 2021, shall be entitled to avail the facility of remote e-Voting or e-Voting at the AGM.

The Company has appointed Ms. Binita Pandey (Membership No. ACS 41594) or failing her, Ms. Sumana Mitra (Membership No. ACS 43291), of Messrs. T. Chatterjee & Associates, Practicing Company Secretaries (FRN P2007WB067100), as the Scrutinizer to scrutinize the remote e-Voting and e-Voting at the AGM in a fair and transparent manner and to give the Scrutinizer's Report to the Chairman.

#### **The Instructions For Members For Remote E-Voting And Joining General Meeting Are As Under:**

The remote e-Voting period commences on Tuesday, 7th September 2021 at 9.00 a.m. (IST) and ends on Thursday, 9th September 2021 at 5.00 p.m. (IST). During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 3rd September 2021, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, they shall not be allowed to change it subsequently.

#### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

##### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email address in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see the e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see the e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<p>Individual shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi/Easiest, they can login through their User ID and Password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on <b>New System Myeasi</b>.</li> <li>After successful login of Easi/Easiest, the user will also be able to see the e-Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>

Login method for Individual shareholders holding securities in demat mode is given below: *(contd.)*

Type of shareholders	Login Method
Individual shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting features. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at the above mentioned websites.

**Helpdesk for Individual shareholders holding shares in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.**

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 or 1800 22 44 30.
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43.

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services 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.

4. 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 116836 then user ID is 101456001***

5 Password details for shareholders other than Individual shareholders 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 prompt you to change your password.
- c) How to retrieve your 'initial password'?
  - i) If your email ID is registered with your demat account or with the company, your 'initial password' must have been communicated to you on your email ID. Trace the email sent from NSDL to you 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 address is not registered, please follow steps mentioned below under the '**process for those shareholders whose email addresses are not registered with the Company/Depository Participants**'.

6. 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](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting are in active status.
2. Select “EVEN” of the company for which you wish to cast your vote during the remote e-Voting period or casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take a printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

### **Process for those shareholders whose e-mail addresses are not registered with the Company / Depository Participants for procuring User ID and Password and registration of e-mail addresses for e-Voting for the resolutions set out in this Notice of AGM:**

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to [secretarial.department@tilindia.com](mailto:secretarial.department@tilindia.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [secretarial.department@tilindia.com](mailto:secretarial.department@tilindia.com). Individual shareholders holding shares in demat mode are requested to refer to login method explained in **Step 1(A)** i.e., **Login method for e-Voting and joining virtual meeting for individual shareholders holding shares in demat mode**.
3. Alternatively, shareholders may send e-mail requests to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by providing the details mentioned in Point (1) or (2), as the case may be.
4. In terms of SEBI Circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **Instructions for shareholders for e-Voting on the day of AGM:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.

2. Only those Members / shareholders, who will be present at the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting at the AGM.
3. Members / shareholders who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to e-vote at the AGM.
4. For any grievances connected with the facility for e-Voting at the AGM, shareholders may contact Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013 at telephone no. 022-24994360 / 022-24994545 or send an e-mail to 'evoting@nsdl.co.in'.

### **General Guidelines for shareholders**

1. 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 at tchatterjeeassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
2. 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.
3. 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 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager and /or Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in.

### **Other Information:**

1. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company held as on the cut-off date, which is Friday, 3rd September 2021.
2. Every Client ID No. / Folio No. will have one vote, irrespective of number of joint holders.
3. Any person holding shares in physical form and non-individual shareholders who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. Friday, 3rd September, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/ RTA. 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 forgot your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date i.e. Friday, 3rd September 2021 may follow steps mentioned in the Notice of the AGM under Step 1 : "**Access to NSDL e-Voting system**".

4. A person, whose name is recorded in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to avail the facility of remote e-Voting or e-Voting at the AGM.
5. Any person who is not a shareholder as on the cut-off date should treat this Notice for information only.
6. The Scrutinizer shall, after the conclusion of e-Voting at the AGM, first count the votes cast vide e-Voting at the AGM and thereafter shall, unblock the votes cast through remote e-Voting, in the presence of at least two witnesses not in the employment of the Company and shall submit a Consolidated Scrutinizer's Report on the total votes cast in favor of or against, not later than 48 (forty eight) hours of the conclusion of the AGM, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
7. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company, www.tilindia.in and on the website of NSDL, i.e., www.evoting.nsdl.com immediately after the same is declared. The Company shall simultaneously forward the results to BSE, NSE and The Calcutta Stock Exchange Ltd., where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

## 12. Instructions for attending the AGM through VC / OAVM

- i. Shareholders will be provided with a facility to attend the AGM by VC / OAVM through the NSDL e-Voting system. Shareholders may access the same by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC / OAVM link" placed under "**Join General Meeting**" menu against company name. You are requested to click on "VC / OAVM link" placed under Join General Meeting menu. The link for VC / OAVM will be available in "Shareholder / Members" login where the EVEN of Company will be displayed. Please note that the shareholders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further, the shareholders can also use the OTP based login for logging into the e-Voting system of NSDL.
- ii. As mentioned above, shareholders can join the AGM in the VC / OAVM mode 15 minutes before the scheduled time of commencement of the meeting by following the necessary procedures mentioned in the Notice. Shareholders are encouraged to join the meeting through laptops for better experience.
- iii. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that participants connecting from mobile devices or tablets or through laptop via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- v. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number/folio number, e-mail address, mobile number at [secretarial.department@tilindia.com](mailto:secretarial.department@tilindia.com) latest by 5 p.m. (IST) on Tuesday, 7th September 2021.
- vi. Shareholders who would like to seek information with regard to any matter may send their questions in advance mentioning their name, demat account number / folio number, e-mail address, mobile number at [secretarial.department@tilindia.com](mailto:secretarial.department@tilindia.com) latest by 5.00 p.m. (IST) on Tuesday, 7th September 2021. The same will be replied by or on behalf of the Company suitably.

- vii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
  - viii. When a pre-registered speaker is invited to speak at the meeting, but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video / camera along with good internet speed.
  - ix. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
  - x. Shareholders who need assistance before or during the AGM, can contact NSDL on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a mail to Mr. Amit Vishal, Senior Manager, NSDL and /or Ms. Pallavi Mhatre, Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
13. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Shareholders holding shares in dematerialized form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Shareholders holding shares in physical form should submit their PAN to the Company / Messrs. CB Management Services (P) Limited.
  14. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nominations, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC, etc.), with necessary documentary evidence to their Depository Participants in case the shares are held by them in dematerialized form and to the Company / Messrs. C B Management Services (P) Limited in case the shares are held by them in physical form.
  15. Since the AGM will be held through VC / OAVM, route map of venue of the AGM and Attendance slip are not attached to this Notice.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

As required under Section 102 of the Companies Act, 2013 ('Act') the following Explanatory Statement sets out all material facts relating to the Special Business set out from Item No. 5 to Item No. 7 of the accompanying Notice dated 31st May 2021.

#### **ITEM NO. 5**

The Board of Directors of the Company at its meeting held on 31st May 2021, on the recommendation of the Audit Committee, has appointed Messrs. D. Radhakrishnan & Co. (Firm Registration No. 000018) as the Cost Auditors of the Company for the financial year 2021-22, to conduct the audit of the cost records of the products manufactured by the Company at a remuneration of ₹ 120,000/- (Rupees One Lakh Twenty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses.

In terms of the provisions of Section 148 of the Act 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 are sought for passing an ordinary resolution as set out in Item No. 5 of the Notice of this AGM for ratification of the aforesaid remuneration payable to the Cost Auditors for the financial year 2021-22. The Board recommends passing of the ordinary resolution in the interest of the Company.

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

#### **ITEM NO 6**

At the AGM held on 22nd July 2016 Dr. T. Mukherjee (DIN 00004777) was appointed as a Non-Executive Independent Director of the Company for a term of five years as per the provisions of Section 149 of the Companies Act, 2013 read with Schedule IV to the said Act and in accordance with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with effect from 1st April 2016. His term of office as an Independent Director has ceased on 31st March 2021.

The Board of Directors ('Board') of the Company, on the recommendation of the Nomination & Remuneration Committee, has recommended the re-appointment of Dr. T. Mukherjee as an Independent Director of the Company for a further period of five consecutive years with effect from 1st April 2021 and during this term his period of office as an Independent Director shall not be liable to retirement by rotation. His appointment is subject to approval of the shareholders.

Dr. Mukherjee is also a Member of the Audit Committee of the Board of Directors of the Company. Dr. Mukherjee does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Dr. Mukherjee has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The Board considers that Dr. Mukherjee's continued association would be of immense benefit to the Company and it is desirable to avail services of Dr. Mukherjee as an Independent Director. Approval of the Members is also being sought under Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('SEBI Listing Regulations').

The Board is also of the opinion that Dr. Mukherjee fulfils the criteria of independence specified under Section 149(6) of the Act and also the requirements of Regulation 16(1)(b) of SEBI Listing Regulations, for the purpose of his re-appointment as an Independent Director of the Company.

The proposed business as set out in Item No. 6 of this Notice is intended to seek your approval. The Board recommends passing of the Special Resolution in the interest of the Company.

Except Dr. Mukherjee, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

#### **ITEM NO. 7**

At the AGM held on 22nd July 2016 Ms. Veena Hingarh (DIN 00885567) was appointed as a Non-Executive Independent Director of the Company for a term of five years as per the provisions of Section 149 of the Companies Act, 2013 read with Schedule IV to the said Act and in accordance with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with effect from 26th March 2016. Her term of office as an Independent Director has ceased on 25th March 2021.

The Board of Directors ('Board') of the Company, on the recommendation of the Nomination & Remuneration Committee, have recommended the re-appointment of Ms. Veena Hingarh as an Independent Director of the Company for a further period of five consecutive years with effect from 26th March 2021 and during this term her period of office as an Independent Director shall not be liable to retirement by rotation. Her appointment is subject to approval of the shareholders.

Ms. Hingarh is also a Member of the Audit Committee of the Board of Directors of the Company. Ms. Hingarh does not hold by herself or for any other person on a beneficial basis, any shares in the Company. Ms. Hingarh has given a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to avail services of Ms. Hingarh as an Independent Director. The Board is also of the opinion that Ms. Hingarh fulfils the criteria of independence specified under Section 149(6) of the Act and also the requirements of Regulation 16(1)(b) of SEBI Listing Regulations, for the purpose of her re-appointment as an Independent Director of the Company.

The proposed business as set out in Item No. 7 of this Notice is intended to seek your approval. The Board recommends passing of the Special Resolution in the interest of the Company.

Except Ms. Hingarh, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Kolkata  
31st May 2021

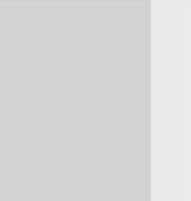
By Order of the Board  
**Sekhar Bhattacharjee**  
Vice President & Company Secretary

**ANNEXURE**

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with regard to the Directors seeking appointment / re-appointment at the 46th Annual General Meeting (Refer Item No. 3, 6 and 7 of the Notice)

<b>Name of Director</b>	<b>Mr. Sumit Mazumder</b>	<b>Dr. T. Mukherjee</b>	<b>Ms. Veena Hingarh</b>
Item No. of the Notice	3	6	7
DIN	00116654	00004777	00885567
Brief Resume and nature of expertise in specific functional area	<p>Mr. Sumit Mazumder is an M.B.A from Sam House State University, Texas.</p> <p>He has wide experience in overall management of business including all functional areas like Sales, Marketing and Corporate Management.</p>	<p>Dr. Mukherjee, qualified as D Met (Sheffield), FR Eng, FNAE, was the former Dy. Managing Director-TATA Steel.</p> <p>Dr. T. Mukherjee is a renowned Metallurgist and was 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.</p>	<p>Ms. Veena Hingarh, a Chartered Accountant by profession had joined the Board of the Company as a Non-Executive Independent Women Director in 2015. She is also a Director in Balrampur Chini Mills Ltd. and South-Asian Management Technologies Pvt. Ltd.</p> <p>Ms. Hingarh is also a Member of Audit Committee of the Company.</p>
Date of first appointment On the Board	01.06.1994	04.06.2009	26.03.2015
Shares held in the Company	767,447	NIL	NIL
Inter-se relationship with other Directors of the Company	Mrs. Manju Mazumder (Spouse)	None	None
Other Directorships in listed entities	<ul style="list-style-type: none"> <li>• Balrampur Chini Mills Ltd.</li> <li>• Jay Shree Tea &amp; Industries Ltd.</li> </ul>	--	Balrampur Chini Mills Ltd.
Memberships / Chairmanships of Committees of other Companies, both listed and Unlisted (Includes only Audit Committee and Stakeholders Relationship Committee)	<p><b>Audit Committee</b></p> <ul style="list-style-type: none"> <li>• Paharpur Cooling Towers Ltd.- Member</li> <li>• Jay Shree Tea &amp; Industries Ltd.- Member</li> </ul> <p><b>Stakeholders Relationship Committee</b></p> <ul style="list-style-type: none"> <li>• Jay Shree Tea &amp; Industries Ltd. - Member</li> </ul>	--	<p><b>Stakeholders Relationship Committee</b></p> <ul style="list-style-type: none"> <li>• Balrampur Chini Mills Ltd.</li> </ul>

\* Mr. Sumit Mazumder retires by rotation and being eligible offers himself for re-appointment.



**TIL Limited**

CIN: L74999WB1974PLC041725

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