

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.in23rd December, 2022

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,

Sub: Proceedings of Extraordinary General Meeting (EGM) of TIL Limited ('the Company') held on 23rd December, 2022 and Scrutinizers Report on Voting Result

Pursuant to Regulation 30 read with Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a summary of the proceedings of the Extraordinary General Meeting (EGM) of the Company held on Friday, 23rd December, 2022 at 10.00 a.m. IST through Video Conferencing.

The details of the voting results (both Remote e-voting and e-voting at the EGM) are enclosed herewith as **Annexure A**, in the prescribed format, in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The same shall also be uploaded in XBRL format on the BSE Listing portal and NEAPS portal, separately.

The Consolidated Scrutinizer's Report dated 23rd December, 2022, pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 and 21(1) of the Companies (Management and Administration) Rules, 2014, with respect to the results of Remote e-voting and e-voting at the EGM are enclosed as **Annexure B** and **Annexure-C** respectively.

The scrutinizer's Report shall be available on the website of the Company at www.tilindia.in and also on the website of NSDL at www.evoting.nsdl.com

Please note that all the resolutions set out in the Notice of the EGM dated 26th November, 2022 have been approved by the Members of the Company with requisite majority.

This is for your kind information and records.

Thanking you,

Yours faithfully,
For TIL LIMITED


SEKHAR BHATTACHARJEE
COMPANY SECRETARY

Encl: As above

SUMMARY OF THE PROCEEDINGS OF THE EXTRAORDINARY GENERAL MEETING OF TIL LIMITED ('THE COMPANY') PURSUANT TO REGULATION 30 READ WITH SCHEDULE III OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (SEBI LODR)

The Extraordinary General Meeting ('EGM') of the Company was convened at 10.00 a.m. on Friday, 23rd December, 2022 through Video Conferencing.

Mr. Sumit Mazumder, Chairman & Managing Director of the Company chaired the proceedings of the Meeting.

The details of number of shareholders who participated in the EGM are as follows:

Category	Promoter and Promoter Group	Public	Total
In Person or through proxy	NA	NA	-
Through Video Conferencing	21	53	74
Total	21	53	74

The Chairman called the meeting to order on ascertainment of requisite quorum being present.

The Chairman introduced the Directors and Invitees present at the meeting.

With the consent of the Members present at the meeting, the Notice convening the EGM together with the Corrigendum to the Notice of EGM were taken as read.

Thereafter, the Chairman informed the Shareholders that pursuant to the applicable provisions of the Companies Act, 2013 read with the relevant circulars issued by the Ministry of Corporate Affairs and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the EGM of the Company has been held through Video Conferencing and the Company has extended the facility of remote e-voting as well as e-voting at the EGM to all the Shareholders of the Company in respect of the resolutions to be passed at the EGM. The Company had engaged the services of NSDL for providing the e-voting facility to the shareholders. The remote e-voting commenced on Monday, 19th December, 2022 at 9.00 a.m and ended on Thursday, 22nd December, 2022 at 5.00 p.m.

The Chairman also informed that all the members who have not voted earlier and who are present at the meeting can cast their vote during the proceedings of the EGM. Members who have already casted their votes shall attend the meeting only and not cast their vote again.

The Chairman then briefed the members about the purpose for convening the EGM.

The Chairman then informed that Ms. Binita Pandey, Practicing Company Secretary, ACS 41594, Partner of M/s T. Chatterjee & Associates, FRN-P2007WB067100, Company Secretaries Firm, was appointed as the Scrutinizer by the Board of Directors for conducting the remote e-voting and e-voting at the EGM in a fair and transparent manner.



The Chairman then invited questions and comments from the Shareholders who registered themselves as speakers in the EGM and satisfactorily replied to all the queries put forth by such Shareholders.

Thereafter, the Chairman informed the Members that the results of remote e-voting and e-voting at the EGM will be declared within two days and the Consolidated Scrutinizer's Report will be displayed on the Notice Board of the Company as well as on the website of the Company.

The meeting concluded at 10.59 a.m.

Post completion of the EGM, the Scrutinizer downloaded the total votes cast through remote e-voting and e-voting at the EGM from the NSDL e-voting system and the votes were counted and consolidated. The Scrutinizer submitted their Report post verification of the votes.

As per the Report submitted by the Scrutinizer considering the results of remote e-voting and e-voting at the EGM, all the resolutions included in the Notice of the EGM dated 26th November, 2022 were approved by the Members with requisite majority.

ANNEXURE-A

DETAILS OF VOTING RESULTS OF EXTRAORDINARY GENERAL MEETING

Date of AGM / EGM	23 rd December, 2022
Total number of shareholders on record date (16 th December, 2022 being the cut-off date for determining the no. of shareholders)	9442
No. of shareholders present in the meeting either in person or through proxy Promoters and Promoters Group: Public:	NOT APPLICABLE
No. of shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	21 53



ITEM NO. 1: Increase in Authorized Share Capital of the Company from 2,00,00,000 equity shares of Rs. 10 each aggregating to Rs. 20,00,00,000 to Rs. 70,00,00,000 comprising 700,00,000 equity shares of Rs. 10 each.

Resolution Required :		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution:		Yes						
CATEGORY	MODE OF VOTING	NO. OF SHARES HELD (1)	NO. OF VOTES POLLED (2)	% OF VOTES POLLED ON OUTSTANDING SHARES (3)=[(2)/(1)]*100	NO. OF VOTES IN FAVOUR (4)	NO. OF VOTES AGAINST (5)	% OF VOTES IN FAVOUR ON VOTES POLLED (6)=[(4)/(2)]*100	% OF VOTES AGAINST ON VOTES POLLED (7)=[(5)/(2)*100]
Promoter/Promoter Group	E-voting		-	-	-	-	-	-
	Poll	5646798	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	5646798	0	0	0	0	0	0
Public-Institution	E-voting		963341	80.93	963341	0	100	0
	Poll	1190409	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1190409	963341	80.93	963341	0	100	0
Public-Non Institution	E-voting		646865	20.26	646861	4	100	0
	Poll	3193058	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	3193058	646865	20.26	646861	4	100	0
TOTAL		10030265	1610206	16.05	1610202	4	100	0



4

ITEM NO. 2: To issue and allot 74,96,592 equity shares of Rs. 10 each at a price of Rs. 92.40 aggregating to Rs. 69,26,85,101 by way of preferential allotment on a private placement basis to Indocrest Defence Solutions Private Limited.									
Resolution Required :					Special				
Whether promoter/ promoter group are interested in the agenda/resolution:					Yes				
CATEGORY	MODE OF VOTING	NO. OF SHARES HELD (1)	NO. OF VOTES POLLED (2)	% OF VOTES POLLED ON OUTSTANDING SHARES (3)=[(2)/(1)]*100	NO. OF VOTES IN FAVOUR (4)	NO. OF VOTES AGAINST (5)	% OF VOTES IN FAVOUR ON VOTES POLLED (6)=[(4)/(2)]*100	% OF VOTES AGAINST ON VOTES POLLED (7)=[(5)/(2)*100]	
Promoter /Promoter Group	E-voting		-	-	-	-	-	-	
	Poll	5646798	-	-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total	5646798	0	0	0	0	0	0	0
Public -Institution	E-voting		963341	80.93	963341	0	100	0	0
	Poll	1190409	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
	Total	1190409	963341	80.93	963341	0	100	0	0
Public-Non Institution	E-voting		646865	20.26	646761	104	99.98	0.02	0.02
	Poll	3193058	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
	Total	3193058	646865	20.26	646761	104	99.98	0.02	0.02
TOTAL		10030265	1610206	16.05	1610102	104	99.99	0.01	0.01



T. Chatterjee & Associates
Company Secretaries

Kolkata Office : "ABHISHEK POINT" 4th Floor,
152, S. P. Mukherjee Road, Kolkata - 700026
Phone : (033) 4060 5149 / 2465 0061
E-mail : tchatterjeeassociates@gmail.com
Delhi Office : 1209, 12th Floor, Ansal Tower,
38 Nehru Place, New Delhi, Delhi - 110019

CONSOLIDATED SCRUTINIZER'S REPORT

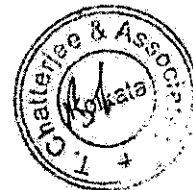
[Pursuant to Regulation 44(3) of the of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Chairman
TIL Limited
(L74999WB1974PLC041725)
1, Taratolla Road Garden Reach,
Kolkata - 700 024

Sir,

1. I, Binita Pandey, Practicing Company Secretary, ACS 41594, CP 19730, Partner of M/s. T. Chatterjee & Associates, FRN - P2007WB067100, Company Secretaries Firm in Practice, have been appointed by the Board of Directors of TIL Limited, (hereinafter referred as the Company) at its meeting held on 26-11-2022 as the Scrutinizer to scrutinize the remote e-Voting and electronic voting during Extraordinary General Meeting (EGM) of the Company held through Video Conferencing (VC) / Other Audio Video Means (OAVM) on 23rd December 2022, in a fair and transparent manner as per the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Secretarial Standards on General Meetings and read with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), on the resolutions contained in the Notice dated 26th November 2022 of the EGM of the members of the Company.

The Company had provided remote e-voting facility to its members as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 which commenced on Monday, 19th December 2022 at 9.00 a.m. (IST) and ended on Thursday, 22nd December 2022 at 5.00 p.m. (IST).



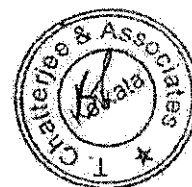
2. The Company had also provided e-voting facility for voting during the EGM for the members who attended the meeting through VC/OAVM and had not voted through remote e-voting, to cast their vote during the EGM.
3. After the closure of e-voting at the EGM, the report on e-voting done during the EGM and the votes cast under remote e-voting facility prior to the EGM were unblocked on 23rd December 2022 at 11.27 A.M. and were counted.
4. I have scrutinized and reviewed the remote e-voting, e-voting during the EGM and votes cast therein based on the data downloaded from the NSDL e-voting system.
5. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to remote e-voting and voting through electronic voting system during the EGM held on the resolutions contained in the Notice dated 26th November 2022 of the EGM of the members of the Company.

My responsibility as a Scrutinizer of remote e-voting and e-voting during the EGM is limited to prepare and submit the Scrutinizer's report of the votes casted "in favour" or "against" the resolutions by the members of the Company.

6. I do hereby submit the Consolidated Report of votes cast through electronic voting system during the meeting and on remote e-voting on the resolutions contained in the Notice dated 26th November 2022 of EGM.



Date of the EGM	23-12-2022
Total number of shareholders on record date	9442
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	NOT APPLICABLE
No. of Shareholders attended the meeting through video Conferencing: Promoters and Promoter Group Public	21 53

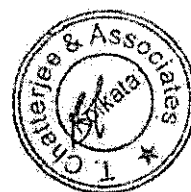


SPECIAL BUSINESS

Item No. 1: Ordinary Resolution

Increase in Authorized Share Capital of the Company from 2,00,00,000 equity shares of Rs. 10 each aggregating to Rs. 20,00,00,000 to Rs. 70,00,00,000 comprising 700,00,000 equity shares of Rs. 10 each.

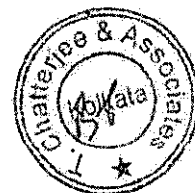
Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					Yes			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5646798	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	5646798	0	0.00	0	0	0.00	0.00
Public-Institution	E-Voting	1190409	963341	80.93	963341	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1190409	963341	80.93	963341	0	100.00	0.00
Public- Non Institution	E-Voting	3193058	646865	20.26	646861	4	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	3193058	646865	20.26	646861	4	100.00	0.00
Total		10030265	1610206	16.05	1610202	4	100.00	0.00



Item No. 2: Special Resolution

To issue and allot 74,96,592 equity shares of Rs. 10 each at a price of Rs. 92.40 aggregating to Rs. 69,26,85,101 by way of preferential allotment on a private placement basis to Indocrest Defence Solutions Private Limited.

Resolution Required:					Special Resolution			
Whether promoter/promoter group are interested in the resolution					Yes			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5646798	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	5646798	0	0.00	0	0	0.00	0.00
Public-Institution	E-Voting	1190409	963341	80.93	963341	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1190409	963341	80.93	963341	0	100.00	0.00
Public-Non Institution	E-Voting	3193058	646865	20.26	646761	104	99.98	0.02
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	3193058	646865	20.26	646761	104	99.98	0.02
Total		10030265	1610206	16.05	1610102	104	99.99	0.01

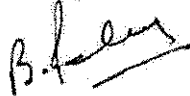


A compact Disc (CD) containing list of equity shareholders who voted "FOR" and "AGAINST" each resolution is submitted with the report.

Thanking you,

Yours faithfully

For M/s. T. Chatterjee & Associates
Practicing Company Secretaries Firm
(FRN No. P2007WB067100)



Binita Pandey, Partner
Membership No. 41594
Certificate of Practice: 19730

UDIN: A041594D002786952
Place: Kolkata
Date: 23-12-2022

T. Chatterjee & Associates
Company Secretaries

Kolkata Office : "ABHISHEK POINT" 4th Floor,
152, S. P. Mukherjee Road, Kolkata - 700026
Phone : (033) 4060 5149 / 2465 0061
E-mail : tchatterjeeassociates@gmail.com

Delhi Office : 1209, 12th Floor, Ansal Tower,
38 Nehru Place, New Delhi, Delhi - 110019

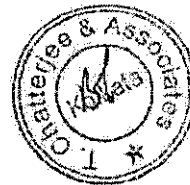
CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Sections 108 of the Companies Act, 2013 read with Rules 20 and 21(1) of the
Companies (Management and Administration) Rules, 2014]

To
The Chairman
TIL Limited
(L74999WB1974PLC041725)
1, Taratolla Road Garden Reach,
Kolkata - 700 024

Sir,

1. I, Binita Pandey , Practicing Company Secretary, ACS 41594, CP 19730, Partner of M/s. T.Chatterjee & Associates, FRN - P2007WB067100, Company Secretaries Firm in Practice, have been appointed by the Board of Directors of TIL Limited, (hereinafter referred as the Company) at its meeting held on 26-11-2022 as the Scrutinizer to scrutinize the remote e-Voting and electronic voting during the Extraordinary General Meeting (EGM) of the Company held through Video Conferencing (VC) / Other Audio Video Means (OAVM) on 23rd December 2022 in a fair and transparent manner as per the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Secretarial Standards on General Meetings , on the resolutions contained in the Notice dated 26th November 2022 of the EGM of the members of the Company.



2. The Company had provided remote e-voting facility to its members as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 which commenced on Monday, 19th December 2022 at 9.00 a.m. (IST) and ended on Thursday, 22nd December 2022 at 5.00 p.m. (IST).
3. The Company had also provided e-voting facility for voting during the EGM for the members who attended the meeting through VC/OAVM and had not voted through remote e-voting, to cast their vote during the EGM.
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5. I have scrutinized and reviewed the remote e-voting, e-voting during the EGM and votes cast therein based on the data downloaded from the NSDL e-voting system.
6. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to remote e-voting and voting through electronic voting system during the EGM held on the resolutions contained in the Notice dated 26th November 2022 of the EGM of the members of the Company.

My responsibility as a Scrutinizer of remote e-voting and e-voting during the EGM is limited to prepare and submit the Scrutinizer's report of the votes casted "in favour" or "against" the resolutions by the members of the Company.



7. I do hereby submit the Consolidated Report of votes cast through electronic voting system during the meeting and on remote e-voting on the resolutions contained in the Notice dated 26th November 2022 of EGM.

SPECIAL BUSINESS

Item No. 1: Ordinary Resolution

Increase in Authorized Share Capital of the Company from 2,00,00,000 equity shares of Rs. 10 each aggregating to Rs. 20,00,00,000 to Rs. 70,00,00,000 comprising 700,00,000 equity shares of Rs. 10 each.

- (I) Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
100	1610202	100.00

- (II) Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
3	4	0.00



Item No. 2: Special Resolution

To issue and allot 74,96,592 equity shares of Rs. 10 each at a price of Rs. 92.40 aggregating to Rs. 69,26,85,101 by way of preferential allotment on a private placement basis to Indocrest Defence Solutions Private Limited.

(I) Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
99	1610102	99.99

(II) Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
4	104	0.01

A compact Disc (CD) containing list of equity shareholders who vote "FOR" and "AGAINST" each resolution is submitted with the report.

Thanking you,

Yours faithfully

For M/s. T. Chatterjee & Associates
Practicing Company Secretaries Firm
(FRN No. P2007WB067100)



Binita Pandey, Partner
Membership No. 41594
Certificate of Practice: 19730

UDIN: A041594D002786952
Place: Kolkata
Date: 23-12-2022