

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

18th April, 2023

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

Stock Code: TIL

The Secretary,
Listing Department
Bombay Stock
Exchange Ltd.,
P.J. Towers,
Dalal Street, Fort,
Mumbai 400001.

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 fourth quarter ended on 31st March, 2023 (Annexure-I) and the financial year ended on 31st March, 2023 (Annexure-II) respectively for your kind perusal and record.

Thanking you,

Yours faithfully,
For TIL LIMITED


SEKHAR BHATTACHARJEE
COMPANY SECRETARY

Encl. As above

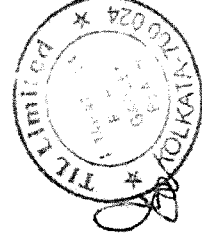
TIL LIMITED

Quarterly Compliance Report on Corporate Governance for the Fourth Quarter ended 31st March, 2023

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 the Director is disqualified	Current Status	Whether special resolution passed? [Refer Reg 17(IA) 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	NO	Active	NA		01-06-1994	01-06-2020	-		1	0	1	0
2	Mrs	MANJU MAZUMDER	PAN-AEOPM457J DIN-00743164	Non-Executive - Non Independent Director	22-10-1948	NO	Active	NA		08-02-2019	13-08-2019	-		1	0	2	0
3	Mr	SUBIR BHATTACCARYYA	PAN-ADSPB8805H DIN-09711826	Non-Executive - Independent Director	02-09-1944	NO	Active	YES	21-12-2022	13-09-2022	13-09-2022		60	1	1	2	2
4	Mr.	TULSI DAS BANERJEE	PAN-ABKPB4117E DIN-03573211	Non-Executive - Independent Director	03-11-1955	NO	Active	NA		13-09-2022	13-09-2022	-	60	1	1	1	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	09711826	MR. SUBIR BHATTACHARYA	Non-Executive - Independent Director	Chairperson	13-09-2022	-
2	03573211	MR. TULSI DAS BANERJEE	Non-Executive - Independent Director	Member	13-09-2022	-
3	00743164	MRS. MANJU MAZUMDER	Non-Executive - Non Independent Director	Member	10-02-2022	-
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	03573211	MR. TULSI DAS BANERJEE	Non-Executive - Independent Director	Chairperson	13-09-2022	-
2	09711826	MR. SUBIR BHATTACHARYA	Non-Executive - Independent Director	Member	13-09-2022	-
3	00743164	MRS. MANJU MAZUMDER	Non-Executive - Non Independent Director	Member	10-02-2022	-
Stakeholders Relationship Committee						
Sr	DIN	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation
1	09711826	MR. SUBIR BHATTACHARYA	Non-Executive - Independent Director	Chairperson	13-09-2022	-
2	00116654	MR. SUMIT MAZUMDER	Executive Director	Member	20-05-2014	-
3	00743164	MRS. MANJU MAZUMDER	Non-Executive - Non Independent Director	Member	10-02-2022	-
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	00743164	MRS. MANJU MAZUMDER	Non-Executive - Non Independent Director	Chairperson	10-02-2022	-
2	00116654	MR. SUMIT MAZUMDER	Executive Director	Member	20-05-2014	-
3	09711826	MR. SUBIR BHATTACHARYA	Non-Executive - Independent Director	Member	13-09-2022	-

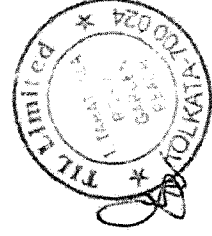


III. Meeting of Board of Directors

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)	Total No. of Directors as on date of the meeting	No. of Directors Present	No. of Independent Directors attending the meeting
1	23-11-2022		Yes	4	4	2
2	26-11-2022	2	Yes	4	4	2
	15-12-2022	18	Yes	4	4	2
	08-02-2023	54	Yes	4	4	2

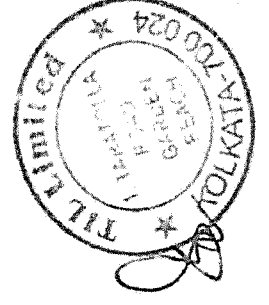
IV. Meeting of Committees

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)	Total No of Directors in the Committee as on date of the meeting	Number of Directors present	No. of Independent Directors attending the meeting	No of Member attending the meeting
1	Audit Committee	23-11-2022		Yes	3	3	2	0
2	Audit Committee	26-11-2022	2	Yes	3	3	2	0
3	Audit Committee	15-12-2022	18	Yes	3	3	2	0
4	Audit Committee	08-02-2023	53	Yes	3	3	2	0
5	Nomination and remuneration committee	30-03-2023	49	Yes	3	3	2	0
6	Stakeholders Relationship Committee	30-03-2023		Yes	3	3	1	0
7	Corporate Social Responsibility Committee	30-03-2023		Yes	3	3	1	0



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)	Compliance status (Yes/No/NA)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No	
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 1000 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	

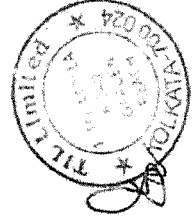


Annexure II

Compliance Report on Corporate Governance for the Year ended on 31st March, 2023

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.tilindia.in
2	Terms and conditions of appointment of independent directors	Yes		www.tilindia.in
3	Composition of various committees of board of directors	Yes		www.tilindia.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.tilindia.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.tilindia.in
6	Criteria of making payments to non-executive directors	Yes		www.tilindia.in
7	Policy on dealing with related party transactions	Yes		www.tilindia.in
8	Policy for determining 'material' subsidiaries	Yes		www.tilindia.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.tilindia.in
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.tilindia.in
11	email address for grievance redressal and other relevant details	Yes		www.tilindia.in
12	Financial results	Yes		www.tilindia.in
13	Shareholding pattern	Yes		www.tilindia.in
14	Details of agreements entered into with the media companies and/ or their associates	NA		www.tilindia.in
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.tilindia.in
16	New name and the old name of the listed entity	NA		www.tilindia.in
17	Advertisements as per regulation 47 (1)	Yes		www.tilindia.in
18	Credit rating or revision in credit rating obtained	Yes		www.tilindia.in
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.tilindia.in
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.tilindia.in
21	Materiality Policy as per Regulation 30	Yes		www.tilindia.in
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		www.tilindia.in
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.tilindia.in



Annexure II

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'Independence' and/or eligibility	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	No	4 directors are on Board instead of 6 directors
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Add Notes

Any other information to be provided