

TIL Limited

CIN: L74999WB1974PLC041725

Registered Office:

1, Taratolla Road, Garden Reach

Kolkata-700 024

: 6633-2000, 6633-2845 : 2469-3731/2143 Website: www.tilindia.in

26th September, 2023

The Manager,

The Secretary,

Listing Department

Listing Department

National Stock Exchange of India Ltd., BSE Ltd., Exchange Plaza, C-1, Block - G,

P.J. Towers,

Bandra Kurla Complex, Bandra (E),

Dalal Street, Fort,

Mumbai 400 051

Mumbai 400001.

Stock Code: TIL

Scrip Code: 505196

Dear Sir/Madam,

Sub: Proceedings of 48th Annual General Meeting and E-Voting Results of TIL Limited ('the Company')

Pursuant to Regulation 30 read with Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI LODR), please find enclosed herewith a summary of the proceedings of the 48th Annual General Meeting (AGM) of the Company held on Tuesday, 26th September, 2023 at 10.00 a.m. IST through Video Conferencing.

The details of the voting results (both Remote e-voting and e-voting at the AGM) 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 26th September, 2023, pursuant to Regulation 44(3) of the SEBI LODR 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 AGM are enclosed as Annexure B and Annexure-C respectively.

Please note that all the resolutions set out in the Notice of the AGM dated 26th May, 2023 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 BHATTACHARIEE COMPANY SECRETARY

Encl: As above



SUMMARY OF THE PROCEEDINGS OF THE 48TH ANNUAL GENERAL MEETING OF TIL LIMITED ('THE COMPANY') PURSUANT TO REGULATION 30 READ WITH SCHEDULE III OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED (SEBI LODR)

The 48th Annual General Meeting ('AGM') of the Company was convened at 10.00 a.m. on Tuesday, 26th September, 2023 through Video Conferencing.

DIRECTORS IN ATTENDENCE

Mr. Sumit Mazumder

: Chairman & Managing Director

Mrs. Manju Mazumder

: Non-Executive Director

Mr. Subir Bhattacharyya

: Non-Executive Independent Director,

Chairman of Audit Committee and Stakeholders Relationship

Committee

Mr. Tulsi Das Banerjee

: Non-Executive Independent Director,

Chairman of Nomination & Remuneration Committee

Mr. Shamik Dasgupta

: Non-Executive Independent Director

Mr. Debasis Bhattacharya

: Non-Executive Independent Director

OTHER REPRESENTATIVES

Mr. Sekhar Bhattacharjee

: Vice President & Company Secretary

Ms. Sarita Surana

: DGM- Finance & Accounts

Mr. G. L. Choudhary

: Statutory Auditor, M/s. Singhi & Co.

Ms. Binita Pandey

: Secretarial Auditor & Scrutinizer, M/s. T. Chatterjee &

Associates

QUORUM OF AGM

Category	Promoter and	Public	Total	Shareholding
	Promoter Group			***
In Person or through proxy	NA	NA	-	NA
Through Video Conferencing	19	66	85	61,27,737
Total	19	66	85	61,27,737

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

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 AGM, the Report of Board of Directors and the Accounts (namely, standalone and consolidated) for the financial year ended 31st March, 2023 were taken as read. The Auditor's Report was also 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 Securities and Exchange Board of India, 48th AGM 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 AGM to all the Shareholders of the Company in respect of the resolutions to be passed at the AGM. The Company had engaged the services of NSDL for providing the e-voting facility to the shareholders. The remote e-voting commenced on Friday, 22nd September, 2023 at 9.00 a.m and ended on Monday, 25th September, 2023 at 5.00 p.m.

The Chairman then delivered his speech on the performance of the Company, its future prospects etc. vis-à-vis the economy as a whole.

The Chairman informed that Ms. Binita Pandey, Practicing Company Secretary, ACS 41594, Partner of M/s Tarun 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 AGM in a fair and transparent manner.

The Chairman then invited questions and comments from the Shareholders who registered themselves as speakers in the AGM 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 AGM 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 11.12 a.m.

Post completion of the AGM, the Scrutinizer downloaded the total votes cast through remote e-voting and e-voting at the AGM 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 AGM, all the resolutions included in the Notice of the AGM dated 26th May, 2023 were approved by the Members with requisite majority.

ANNEXURE-A

ROAD

DETAILS OF VOTING RESULTS OF 48TH ANNUAL GENERAL MEETING

Date of AGM	26th September, 2023
Total number of shareholders on record date	7,633
(19th September, 2021 being the cut-off date for determining	"
the no. of shareholders)	
No. of shareholders present in the meeting either in	
person or through proxy	
	NOT APPLICABLE
Promoters and Promoters Group:	
Public:	
No. of shareholders attended the meeting through	
Video Conferencing	
Promoters and Promoters Group:	19
Public:	66
	LIMITE

M NO. 1: To receive, consider and adopt the with the Reports of the Board of D
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Resolution Required:						=		
						Ordinary	y	
Whether promoter/ promoter group are interested in the agenda/resolution:	ter group are in	terested in the agen	da/resolution:			No		
"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2023 together with the Renarts of the Board.	Audited Standal	one Financial Staten	nents of the Compan	nv for the financial vea	r ended on 31st M	Jarch 2023 too	other with the Ren	arte of the Roard
of Directors and the Auditors thereon, be and are hereby received, considered and adopted."	litors thereon, be	and are hereby rece	ived, considered an	id adopted."		G C 2020 10 20 10	כמוכז אזמו מופ זאבאל	orus or ure board
CATEGORY	MODE OF VOTING	NO. OF SHARES HELD (1)	NO. OF VOTES POLLED (2)	% OF VOTES POLLED ON OUTSTANDING	NO. OF VOTES IN FAVOUR	NO. OF VOTES	% OF VOTES IN FAVOUR ON VOTES	% OF VOTES AGAINST ON
)	SHARES $(3)=[(2)/(1)]*100$	(4)	(5)	POLLED $(6)=[(4)/(2)]*100$	POLLED (7)=[(5)/(2)*100]
Promoter/Promoter	E-voting		5646798	100.00	5646798	0	100	0
Group	Poll	5646798	1	1	1	L		
	Postal Ballot		1	ī	1	1	1	1
	(if applicable)							
	Total	5646798	5646798	100.00	5646798	0	100	0
Public -Institution	E-voting		0	0	0	0	0	0
	Poll	1	ī	1	1	1	ı	1
	Postal Ballot	594552	1	ı	I	ī	1	1
	applicable)						11	
	Total	594552	0	0	0	0	0	0
Public-Non Institution	E-voting		1243984	32.83	1236210	7774	99.38	0.62
	Poll		ı	1	1	t	1	1
	Postal Ballot	3788915	1	L	ı	1	1	L
	(if							
	applicable)							
	Total	3788915	1243984	32.83	1236210	7774	99.38	0.62
TOTAL		10030265	6890782	02.89	8008889	7774	68.66	0.11



ITEM NO. 2: To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2023, together with the Reports of the Auditors thereon.

Ordinary No Whether promoter/ promoter group are interested in the agenda/resolution: Resolution Required:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2023 together with the Reports of the Auditors thereon, be and are hereby received, considered and adopted."

% OF VOTES AGAINST ON VOTES POLLED (7)=[(5)/(2)*100]	0				C	0				0	29:0		1		0.62	0.11
% OF VOTES IN FAVOUR ON VOTES POLLED (6)=[(4)/(2)]*100	100	1	1		100	0	1	1		0	99.38	1	1		99.38	98.89 (MI)
NO. OF VOTES AGAINST (5)	0	1	1		C	0	1	1		0	7774	1	1		7774	7774
NO. OF VOTES IN FAVOUR (4)	5646798	ľ	1		5646798	0	ı	1		0	1236210	L	J		1236210	8008889
% OF VOTES POLLED ON OUTSTANDING SHARES (3)=[(2)/(1)]*100	100.00	1	1		100.00	0	1	1		0	32.83	1	1		32.83	08.70
NO. OF VOTES POLLED (2)	5646798	1	1		5646798	0	1	1		0	1243984	I	T		1243984	6890782
NO. OF SHARES HELD (1)		5646798			5646798			594552		594552			3788915		3788915	10030265
MODE OF	E-voting	Poll	Postal Ballot	(it applicable)	Total	E-voting	Poll	Postal Ballot	(if applicable)	Total	E-voting	Poll	Postal Ballot (if	applicable)	Total	
CATEGORY	Promoter/Promoter Group					Public -Institution					Public-Non Institution					TOTAL

ITEM	ITEM NO. 3: To appoint a Director in place of Mr. Sumit Mazumder (DIN: 00116654), who retires by rotation and being eligible offers himself for re-appoin
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Resolution Required:	Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution:	yes
"RESOLVED THAT Mr. Sumit Mazumder (DIN 00116654), Director of the Company, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."	es by rotation and being eligible for re-appointment, be and is hereby re-appointed

% OF VOTES AGAINST ON VOTES POLLED (7)=[(5)/(2)*100]	0	-1	1		0	0	1	I		0	0.62	1	1	6	0.62	0.11
% OF VOTES IN FAVOUR ON VOTES POLLED (6)=[(4)/(2)]*100	100	1	1		100	100	1	1		100	99.38	1	1		99.38	68.66
NO. OF VOTES AGAINST (5)	0	1	1		0	0	i.	1		0	7774	Ī	1		7774	77774
NO. OF VOTES IN FAVOUR (4)	5646798	1	1		5646798	472095	ľ	1		472095	1236210	1	ı		1236210	7355103
% OF VOTES POLLED ON OUTSTANDING SHARES (3)=[(2)/(1)]*100	100	t	1		100	79.40	1	1		79.40	32.83	1	t		32.83	73.41
NO. OF VOTES POLLED (2)	5646798	ı	1		5646798	472095	1	1		472095	1243984	ı	1		1243984	7362877
NO. OF SHARES HELD (1)		5646798			5646798		294552	100		594552		3788915			3788915	10030265
MODE OF VOTING	E-voting	Poll	Postal Ballot	(if applicable)	Total	E-voting	Poll	Postal Ballot	(if applicable)	Total	E-voting	Poll	Postal Ballot	(if applicable)	Total	
CATEGORY	Promoter/Promoter	Group				Public -Institution					Public-Non Institution					TOTAL



ITEM NO. 4: Ratification of the remuneration payable to Messrs. D. Radhakrishnan & Co., Cost Accountants (Firm Registration No. 000018), Cost Auditors of the Company for the financial year 2023-24.

Ordinary No Whether promoter/ promoter group are interested in the agenda/resolution: Resolution Required:

"RESOLVED THAT pursuant to the provisions of Section 148 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including 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 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 cost records maintained by the Company for the financial year 2023-24, amounting to Rs. 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."

CATEGORY	MODE OF	NO. OF	NO. OF VOTES	% OF VOTES	NO. OF	NO OF	% OF VOTES	% OF VOTEC
	VOTING	SHARES HELD	POLLED	POLLED ON	VOTES IN	VOTES	IN FAVOUR	AGAINST ON
		(T)	(7)	SHARES	FAVOUR (4)	AGAINST (5)	ON VOTES POLLED	VOTES POLLED (7)=[(5)/(2)*100]
				(3)=[(2)/(1)]*100		01	(6)=[(4)/(2)]*100	
Promoter/Promoter Group	E-voting		5646798	100	5646798	0	100	0
	Poll	5646798	1	1	1	1	1	1
	Postal Ballot		ı	1	1	ı	1	
	(if						Í	Ī
	applicable)							
	Total	5646798	5646798	100	5646798	0	100	0
Public -Institution	E-voting		472095	79.40	472095	0	100	0
	Poll	50/1557	1	1	1	1	1	t
	Postal Ballot	70000	1	1				
	(if					1	I	I
	applicable)							
	Total	594552	472095	79.40	472095	0	100	0
Public-Non Institution	E-voting		1243984	32.83	1236210	7774	99.38	0.62
	Poll		1	1	1	1	1	I
	Postal Ballot	3788915	1	1	1			
	ji)						i.	Î
	applicable)							
	Total	3788915	1243984	32.83	1236210	77774	(FIIVI / K99.38	0.62
TOTAL		10030265	7362877	73.41	7355103	77774	/1, TARATOLLA 99,89	0.11

ITEM NO. 5: Appointment of Mr. Shamik Dasgupta (DIN 01127296), as an Independent Director of the Company for a term of five consecutive years with effect from 18th May 2023.

Special No Whether promoter/ promoter group are interested in the agenda/resolution: Resolution Required:

"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"), Mr. Shamik Dasgupta (DIN 01127296), whose appointment has been approved by 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 appointed as an Independent Director of the Company for a term of five consecutive years with effect from 18th May 2023 and 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."

_				_																			
0/ OE WOTES	AGAINST ON	VOTES	POLLED	(7)=[(5)/(2)*100]	0	1	1			0	0	1	1			0	0.62	1	1			0.62	0.11
O' OF VOTEC	IN FAVOUR	ON VOTES	POLLED	(6)=[(4)/(2)]*100	100	1	1	5		100	100	1	1			100	96.38	1	1		I IMIX	86.99.38	ROAD *99.89
NO OE	VOTES	AGAINST	(5)	22	0	. 1	1			0	0	T	1			0	7774	ı	1	10	4.	77774	7777
NO OF	VOTES IN	FAVOUR	(4)		5646798	1	1			5646798	472095	ı	1			472095	1236210	1	1			1236210	7355103
% OF VOTES	POLLED ON	OUTSTANDING	SHARES	(3)=[(2)/(1)]*100	100	1	1			100	79.40	1	1			79.40	32.83	1	1			32.83	73.41
NO OF VOTES	POLLED	(2)			5646798	t	1			5646798	472095	E.				472095	1243984	1	1			1243984	7362877
NO OF	SHARES HELD	(1)	9			5646798				5646798		594552	700+60			594552			3788915			3788915	10030265
MODEOF	VOTING				E-voting	Poll	Postal Ballot	ji)	applicable)	Total	E-voting	Poll	Postal Ballot	(if	applicable)	Total	E-voting	Poll	Postal Ballot	(if	applicable)	Total	
CATEGORY					Promoter/Promoter	Group					Public -Institution						Public-Non Institution					22	TOTAL

ITEM NO. 6: Appointment of Mr. Debasis Bhattacharya (DIN 00561865), as an Independent Director of the Company for a term of five consecutive years with effect from 18th May 2023.

Special Whether promoter/ promoter group are interested in the agenda/resolution: Resolution Required

"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'), Mr. Debasis Bhattacharya (DIN 00561865), whose appointment has been approved by 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 appointed as an Independent Director of the Company for a term of five consecutive years with effect from 18th May 2023 and 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."

CATECODY	MODEOE	TO OI	() The Control of th					
TWO DATES	VOTING	SHARES HELD	NO. OF VOIES	% OF VOTES POLLED ON	NO. OF	NO. OF	% OF VOTES	% OF VOTES
		(1)	(2)	OUTSTANDING	FAVOUR	AGAINST	ON VOTES	VOTES
			o J	SHARES	(4)	(5)	POLLED	POLLED
Promoter /Promoter			ECAC700	001. [(1)/(7)]-(6)	T COL		(6)=[(4)/(2)]*100	(7)=[(5)/(2)*100]
Crouns	E-voting		2040/38	100	5646798	0	100	0
dnois	Poll	5646798	1	1	1	1	1	1
	Postal Ballot		I	1	1			
	ji)						1	1
	applicable)							
	Total	5646798	5646798	100	5646798	0	100	0
Public -Institution	E-voting		472095	79.40	472095	0	100	0
	Poll	504557	1	Ľ	i	Ĩ	1	1
	Postal Ballot	20440	1					
	(if				i	ı	I	I
	applicable)							
	Total	594552	472095	79.40	472095	0	100	0
Public-Non Institution	E-voting		1243984	32.83	1236210	7774	99.38	0.62
	Poll	8	1	1	1	1	1	1
	Postal Ballot	3788915	ı			31		
	(if						IMIT	1
	applicable)							
	Total	3788915	1243984	32.83	1236210	7774	1, TARATOL 9	0.62
TOTAL		10030265	7362877	73.41	7355103	7774	CARDEN SO.	0.11

ITEM NO. 7: Continuation of directorship of Mrs. Manju Mazumder (DIN 00743164) as a Non-Executive Director upon attaining the age of 75 years on 22nd October 2023 as per Regulation 17(1A) of SEBI LODR.

Special	I Yes
Resolution Required:	Whether promoter/ promoter group are interested in the agenda/resolution:

Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, consent of the Members be and is hereby "RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) accorded to Mrs. Manju Mazumder (DIN 00743164), Director of the Company, to continue to hold office of Non-Executive Director of the Company notwithstanding that Mrs. Manju Mazumder shall turn 75 years of age on 22nd October 2023.

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."

	% OF VOTES AGAINST ON VOTES	POLLED	[001:(2)/(6)]-(7)		l	1				0	1		I			0 0	70.0	1	i		0 63	0.11
	% OF VOTES IN FAVOUR ON VOTES	POLLED (6)=[(4)/(2)1*100	100 100 100 100	9		1		100	100	001	1		1		100	00 38	00:11	1	1	LIMITA	1 TARATOLLA 99.38	ROAD * GARDEN 99.89
	NO. OF VOTES AGAINST	(5)	0	1		I		0	O	>	Ē	1	l		0	7774		i i	1		77774	7774
	NO. OF VOTES IN FAVOUR	(4)	5646798	1		ı		5646798	472095		1	1			472095	1236210)		ı		1236210	7355103
	% OF VOTES POLLED ON OUTSTANDING	SHARES (3)=[(2)/(1)]*100	100	1		ı		100	79.40		1	1			79.40	32.83	1		1		32.83	73.41
OTTO OIL	NO. OF VOLES POLLED (2)		5646798	1	1			5646798	472095		1	1			472095	1243984	1				1243984	7362877
NO ON	SHARES HELD (1)			5646798				5646798			594552				594552			3788915			3788915	10030265
MODEOF	VOTING		E-voting	Poll	Postal Ballot	Ji)	applicable)	Total	E-voting	n_11	FOII	Postal Ballot	(if	applicable)	Total	E-voting	Poll	Postal Ballot	(if	applicable)	Total	
CATEGORY			Promoter/Promoter	dnois					Public -Institution							Public-Non Institution				,		TOTAL

T. Chatterjee & Associates

Company Secretaries FRN - P2007WB067100 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 26-05-2023 as the Scrutinizer to scrutinize the remote e-Voting and electronic voting during 48th Annual General Meeting (AGM) of the Company held through Video Conferencing (VC) / Other Audio Video Means (OAVM) on 26th September 2023, 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 May 2023 of the 48th AGM 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 Friday, 22nd September 2023 at 9.00 a.m. (IST) and ended on Monday, 25th September 2023 at 5.00 p.m. (IST).



- The Company had also provided e-voting facility for voting during the AGM for the members who attended the meeting through VC/OAVM and had not voted through remote e-voting, to cast their vote during the AGM.
- 4. After the closure of e-voting at the AGM, the report on e-voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked on 26th September 2023 at 11.31 AM. and were counted in the presence of two witnesses viz. CS Sumana Subhash Mitra and Ms. Richa Pandey, who are not in employment of the Company. They have given confirmation that the votes were unblocked in their presence.
- 5. I have scrutinized and reviewed the remote e-voting, e-voting during the AGM 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 AGM held on the resolutions contained in the Notice dated 26th May 2023 of the 48th AGM of the members of the Company.

My responsibility as a Scrutinizer of remote e-voting and e-voting during the AGM 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 May 2023 of 48th AGM.



Date of the AGM	26-09-2023
Total number of shareholders on record date	7633
No. of Shareholders present in the meeting either in person or through proxy:	7.000
Promoters and Promoter Group: Public:	NOT APPLICABLE
No. of Shareholders attended the meeting through video Conferencing:	
Promoters and Promoter Group	19
Public	66



ORDINARY BUSINESS

Item No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March 2023, together with the Reports of the Board of Directors and the Auditors thereon.

Resolution R			Ordinary	Resoluti	on			
Whether pro	moter/pron	oter group	are inte	rested in	No.	· , · ,		-
the resolution		_						
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstan ding shares (3)=[(2)/(1)]*	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	E-Voting	5646798	5646798	100.00	5646798	0	100.00	0.00
and	Poll		0	0.00	0	0	0.00	0.00
Promoter	Postal		0	0.00	0	0	0.00	0.00
Group	Ballot (if applicab le)							
	Total	5646798	5646798	100.00	5646798	0	100.00	0.00
Public-	E-Voting	594552	0	0.00	0	0	0.00	0.00
Institution	Poll		.0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicab le)		0	0.00	0	0	0.00	0.00
	Total	594552	0	0.00	0	0	0.00	0.00
Public- Non	E-Voting	3788915	1243984	32.83	1236210	7774	99.38	0.62
Institution	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicab le)		0	0.00	0	0	0.00	0.00
	Total	3788915	1243984	32.83	1236210	7774	99.38	0.62
Total		10030265	6890782	68.70	6883008	7774	99.89	0.11



Item No. 2: Ordinary Resolution

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March 2023, together with the Reports of the Auditors thereon.

Resolution	Required:				Ordinary	Resolutio		
		omoter gro	No	resolutio	111			
the resolut	ion			110				
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstan ding shares (3)=[(2) /(1)]*	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	E-	5646798	5646798	100.00	EC4(700		100.00	
and	Voting	0010790	3040730	100.00	5646798	0	100.00	0.00
Promoter	Poli		0	0.00	0	0	0.00	0.00
Group	Postal	1	0	0.00	0	0	0.00	0.00
	Ballot (if		100			Ü	0.00	0.00
	applicab le)							!
	Total	5646798	5646798	100.00	5646798	0	100.00	0.00
Public- Institution	E- Voting	594552	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicab le)		0	0.00	0	0	0.00	0.00
	Total	594552	0	0.00	0	0	0.00	0.00
Public- Non	E- Voting	3788915	1243984	32.83	1236210	7774	99.38	0.62
Institution	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicab		0	0.00	0	0	0.00	0.00
	le)						ĺ	
	Total	3788915	1243984	32.83	1236210	7774	99.38	0.62
Total		10030265	6890782	68.70	6883008	7774	99.89	0.11



Item No. 3: Ordinary Resolution

To appoint a Director in place of Mr. Sumit Mazumder (DIN 00116654), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution I	Required:			Ordinary	Resolution	l	· ······	
Whether pro		moter grou	p are inte	No				
the resolution								
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstan ding shares (3)=[(2) /(1)]*	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	E-	5646798	5646798	100.00	5646798	0	100.00	0.00
and	Voting							
Promoter	Poll	_	0	0.00	0	0	0.00	0.00
Group	Postal		0	0.00	0	0	0.00	0.00
	Ballot							
	(if applica ble)							
	Total	5646798	5646798	100.00	5646798	0	100.00	0.00
Public-	E-	594552	472095	79.40	472095	0	100.00	0.00
Institution	Voting Poll	-	0	0.00	0		0.00	0.00
	Postal	-	0	0.00	0	0	0,00	0.00
	Ballot (if applica ble)			0.00	V	U	0.00	0.00
	Total	594552	472095	79.40	472095	0	100.00	0.00
Public-	E-	3788915	1243984	32.83	1236210	7774	99,38	0.62
Non	Voting							٠,
Institution	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if		0	0,,00	0	0	0.00	0.00
	applica ble)	2000015	1040004	20.00	100.6010		00.22	
T-t-1	Total	3788915	1243984	32.83	1236210	7774	99.38	0.62
Total		10030265	7362877	73.41	7355103	7774	99.89	0.11



SPECIAL BUSINESS:

Item No. 4: Ordinary Resolution

Ratification of the remuneration payable to Messrs. D. Radhakrishnan & Co., Cost Accountants (Firm Registration No. 000018), Cost Auditors of the Company for the financial year 2023-24.

Resolution	Required:				Ordinary	Resolution		· · · · · · · · · · · · · · · · · · ·
Whether pr	omoter/pr	omoter grou	ıp are inte	rested in	No	resolution	<u> </u>	
the resoluti	on		•		- 1, -			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstan ding shares	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled
			991	(3)=[(2) /(1)]* 100			100	(7)=[(5)/(2)]*100
Promoter and	E- Voting	5646798	5646798	100.00	5646798	0	100.00	0.00
Promoter	Poll	4	0	0.00	0	0	0.00	0.00
Group	Postal Ballot (if applica ble)		0	0.00	0	0	0.00	0,00
	Total	5646798	5646798	100.00	5646798	0	100.00	0.00
Public- Institution	E- Voting	594552	472095	79.40	472095	0	100.00	0.00
	Poll	7	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applica ble)		0	0.00	0	0	0.00	0.00
	Total	594552	472095	79.40	472095	0	100.00	0.00
Public- Non	E- Voting	3788915	1243984	32.83	1236210	7774	99.38	0.62
Institution	Poll	[0	0.00	0	0	0.00	0.00
	Postal Ballot (if applica ble)		0	0.00	0	0	0.00	0.00
	Total	3788915	1243984	32.83	1236210	7774	99.38	0.62
Total		10030265	7362877	73.41	7355103	7774	99.89	0.11



Item No. 5: Special Resolution

Appointment of Mr. Shamik Dasgupta (DIN 01127296), as an Independent Director of the Company for a term of five consecutive years with effect from 18th May 2023.

Resolution Whether n	romoter/~	romoter gro			Special F	Resolution		
the resolut	ion		up are inte	erested in	No			
Category	Mode of Voting	(1)	Votes Polled (2)	% of Votes Polled on outstan ding shares (3)=[(2)/(1)]*	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% convotes against on vote polled (7)=[(5)/(2)]*100
and Promoter	E- Voting	5646798	5646798	100.00	5646798	0	100.00	0.00
Group	Poll Postal	-	0	0.00	0	0	0.00	0.00
-F	Ballot (if applica ble)		0	0.00	0	0	0.00	0.00
	Total	5646798	5646798	100.00	5646798	0	100.00	0.00
Public- Institution	E- Voting	594552	472095	79.40	472095	0	100.00	0.00
	Poll	4	0	0.00	0	0.	0.00	0.00
	Postal Ballot (if applica ble)		0	0.00	0	0	0.00	0.00
D., 1, 1 : _	Total	594552	472095	79.40	472095	0	100.00	0.00
Public- Von nstitution	E- Voting	3788915	1243984	32.83	1236210	7774	99.38	0.62
Honfing	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applica ble)		0	0.00	0	0	0.00	0.00
	Total	3788915	1243984	32.83	1236210	7774	99.38	
otal		10030265		02.00	**********	///4	uu xx	0.62



Item No. 6: Special Resolution

Appointment of Mr. Debasis Bhattacharya (DIN 00561865), as an Independent Director of the Company for a term of five consecutive years with effect from 18th May 2023.

Resolution 1	Required:			70000	Special R	lesolution		
Whether pro		omoter grou	ip are inte	rested in	No	COOTACIOIL		
the resolution	n		•					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstan ding shares (3)=[(2) /(1)]*	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter	E-	5646798	5646798	100	F.(46500			
and	Voting	3040798		100.00	5646798	0	100.00	0.00
Promoter	Poll	_	0	0.00	0	0	0.00	0.00
Group	Postal Ballot (if applica ble)	- Control of the Cont	0	0.00	Ô	0	0.00	0.00
	Total	5646798	5646798	100.00	5646798	0	100.00	0.00
Public- Institution	E- Voting	594552	472095	79.40	472095	0	100.00	0.00
	Poll]	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applica ble)		0	0.00	0	0	0.00	0.00
	Total	594552	472095	79.40	472095	0	100.00	0.00
Public- Non	E- Voting	3788915	1243984	32.83	1236210	7774	99.38	0.62
Institution	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applica ble)		0	0.00	0	0	0.00	0.00
—	Total	3788915	1243984	32.83	1236210	7774	99.38	0.62
Total		10030265	7362877	73.41	7355103	7774	99.89	0.11



Item No. 7: Special Resolution

Continuation of directorship of Mrs. Manju Mazumder (DIN 00743164) as a Non-Executive Director upon attaining the age of 75 years on 22nd October 2023 as per Regulation 17(1A) of SEBI LODR.

Resolution	Required:				Special R	Resolution		
Whether pr	omoter/pro	moter grou	p are inte	rested in	No			
the resolution	on		-					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstan ding shares (3)=[(2)/(1)]*	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	E-	5646798	5646798	100.00	5646798	0	100.00	0.00
and	Voting			100,00	00402,70		100.00	0.00
Promoter	Poll	7	0	0.00	0	0	0.00	0.00
Group	Postal		0	0.00	0	0	0.00	0.00
	Ballot (if applica ble)	Processing and the second seco				-		
	Total	5646798	5646798	100.00	5646798	0	100.00	0.00
Public-	E-	594552	472095	79.40	472095	0	100.00	0.00
Institution	Voting			, , , , ,	1, 20,00	Ů	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal		0	0.00	0	0	0.00	0.00
	Ballot					_	0.0.0	5.00
	(if applica ble)							
	Total	594552	472095	79.40	472095	0	100.00	0.00
Public- Non	E- Voting	3788915	1243984	32.83	1236210	7774	99.38	0.62
Institution	Poll		Ö	0.00	0	0	0.00	0.00
	Postal Ballot (if applica ble)		0	0.00	0.	0	0.00	0.00
	Total	3788915	1243984	27.02	1006010	77F7 F7 A	00.00	0.75
Total	LUIdi	10030265	7362877	32.83	1236210	7774	99.38	0.62
LUIAI		10030203	7302077	73.41	7355103	7774	99.89	0.11



A list of equity shareholders who voted "FOR" and "AGAINST" for 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: A041594E001089685

Place: Kolkata Date: 26-09-2023

T. Chatterjee & Associates

Company Secretaries FRN - P2007WB067100 Kolkata Office: "ABHISHEK POINT" 4th Floor, 152, S. P. Mukherjee Road, Kolkata - 700026 Phone: (033) 4060 5149 / 2465 0061 E-mail: tchatterjeeassociates@gmail.com

Deihi Office: 1209, 12th Floor, Ansal Tower, 38 Nehru Place, New Deihi, Deihi - 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 26th May 2023, as the Scrutinizer to scrutinize the remote e-Voting and electronic voting during 48th Annual General Meeting (AGM) of the Company held through Video Conferencing (VC) / Other Audio Video Means (OAVM) on 26th September 2023 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 May 2023 of the 48th AGM 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 Friday, 22nd September 2023 at 9.00 a.m. (IST) and ended on Monday, 25th September 2023 at 5.00 p.m. (IST).
- The Company had also provided e-voting facility for voting during the AGM for the members who attended the meeting through VC/OAVM and had not voted through remote e-voting, to cast their vote during the AGM.
- 4. After the closure of e-voting at the AGM, the report on e-voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked on 26th September 2023 at 11.31 A.M. and were counted in the presence of two witnesses viz. CS Sumana Subhash Mitra and Ms. Richa Pandey, who are not in employment of the Company. They have given confirmation that the votes were unblocked in their presence.
- I have scrutinized and reviewed the remote e-voting, e-voting during the AGM 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 AGM held on the resolutions contained in the Notice dated 26th May 2023 of the 48th AGM of the members of the Company.

My responsibility as a Scrutinizer of remote e-voting and e-voting during the AGM 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.



 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 May 2023 of 48th AGM.

ORDINARY BUSINESS

Item No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March 2023, together with the Reports of the Board of Directors and the Auditors thereon

(I) Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
145	6883008	99.89

No. of members	No. of votes cast by them	% of total number of valid votes cast
10	7774	0.11



Item No. 2: Ordinary Resolution

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March 2023, together with the Reports of the Auditors thereon.

(I) Vote in favour of the Resolution:

No. of members	No. of votes cast by	% of total number of
	them	valid votes cast
145	6883008	99.89

No. of members	No. of votes cast by	% of total number of
	them	valid votes cast
10	7774	0.11



Item No. 3: Ordinary Resolution

To appoint a Director in place of Mr. Sumit Mazumder (DIN 00116654), who retires by rotation and being eligible, offers himself for re-appointment.

(I) Vote in favour of the Resolution:

	No. of members	No. of votes cast by them	% of total number of valid votes cast
-	146	7355103	99.89

No. of members	No. of votes cast by	% of total number of
	them	valid votes cast
10	7774	0.11



SPECIAL BUSINESS:

Item No. 4: Ordinary Resolution

Ratification of the remuneration payable to Messrs. D. Radhakrishnan & Co., Cost Accountants (Firm Registration No. 000018), Cost Auditors of the Company for the financial year 2023-24.

(I) Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
146	7355103	99.89

No. of members	No. of votes cast by	% of total number of
	them	valid votes cast
10	7774	0.11



Item No. 5: Special Resolution

Appointment of Mr. Shamik Dasgupta (DIN 01127296), as an Independent Director of the Company for a term of five consecutive years with effect from 18^{th} May 2023.

(I) Vote in favour of the Resolution:

	No. of votes cast by them	% of total number of valid votes cast
146	7355103	99.89

No. of members	No. then	votes	cast	by		total /otes c	number ast	of
10		7774				0.	11]



Item No. 6: Special Resolution

Appointment of Mr. Debasis Bhattacharya (DIN 00561865), as an Independent Director of the Company for a term of five consecutive years with effect from 18th May 2023.

(I) Vote in favour of the Resolution:

No. of members	No. of votes cast by % of total num	ber of
	them valid votes cast	
146	7355103 99.89	

No. of members	No. of votes cast by them	% of total number of valid votes cast
10	7774	0.11



Item No. 7: Special Resolution

Continuation of directorship of Mrs. Manju Mazumder (DIN 00743164) as a Non-Executive Director upon attaining the age of 75 years on 22nd October 2023 as per Regulation 17(1A) of SEBI LODR.

(I) Vote in favour of the Resolution:

No. of members	No. of votes cast by	% of total number of
	them	valid votes cast
146	7355103	99.89

(II) Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
10	7774	0.11

A list of equity shareholders who voted "FOR" and "AGAINST" for 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: A041594E001089685

Place: Kolkata Date: 26-09-2023