

**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](http://www.tilindia.in)20<sup>th</sup> April, 2024

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 20<sup>th</sup> April, 2024 together with 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 Saturday, 20<sup>th</sup> April, 2024 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 20<sup>th</sup> April, 2024, 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](http://www.tilindia.in) and also on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

Please note that all the resolutions set out in the Notice of the EGM dated 18<sup>th</sup> March, 2024 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 Saturday, 20<sup>th</sup> April, 2024 through Video Conferencing.

Mr. Sunil Kumar Chaturvedi, 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	20	40	60
Total	20	40	60

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

The Chairman gave a brief introduction of the new management of the Company.

Thereafter, the Chairman introduced all the new Directors of the Company and Invitees present at the meeting.

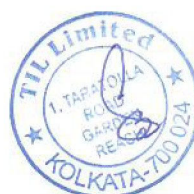
With the consent of the Members present at the meeting, the Notice convening the EGM was taken as read.

The Chairman then 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, this 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 Tuesday, 16<sup>th</sup> April, 2024 at 10.00 a.m and ended on Friday, 19<sup>th</sup> April, 2024 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 had registered themselves as speakers in the EGM and satisfactorily replied to all the queries put forth by such Shareholders.

The Chairman also briefed the Shareholders on the operations of the Company.

Thereafter, the Chairman informed 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 12:00 noon.

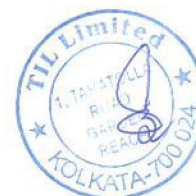
Post completion of the EGM, the Scrutinizer downloaded the total votes cast through remote e-voting and e-voting at the EGM from the NSDL e-voting system and the votes were counted and consolidated. The Scrutinizer submitted their Report post verification of the votes.

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 18<sup>th</sup> March, 2024 were approved by the Members with requisite majority.

#### ANNEXURE-A

#### DETAILS OF VOTING RESULTS OF EXTRAORDINARY GENERAL MEETING

<b>Date of AGM/ EGM</b>	<b>23<sup>rd</sup> December, 2022</b>
<b>Total number of shareholders on record date</b> (13 <sup>th</sup> April, 2024 being the cut-off date for determining the no. of shareholders)	7096
<b>No. of shareholders present in the meeting either in person or through proxy</b>  Promoters and Promoters Group: Public:	NOT APPLICABLE
<b>No. of shareholders attended the meeting through Video Conferencing</b>  Promoters and Promoters Group: Public:	20 40



## ANNEXURE - A

ITEM NO. 1: "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 ("the Act") and the Rules framed thereunder including any statutory modification(s) or re-enactment thereof for the time being in force and Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR") and any other applicable provisions thereof, Ms. Saroj Punhani (DIN 08922018) whose appointment has been approved by 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 SEBI LODR, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 24th January, 2024, 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."

Resolution Required :				Special				
Whether promoter/ promoter group are interested in the agenda/resolution:				No				
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	13143390	13143390	100	13143390	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		13143390	13143390	100	13143390	0	100
Public -Institution	E-voting	578246	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		578246	0	0	0	0	0
Public-Non Institution	E-voting	3805221	1431477	37.6188	1405673	25804	98.1974	1.8026
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		3805221	1431477	37.6188	1405673	25804	98.1974
<b>TOTAL</b>		<b>17526857</b>	<b>14574867</b>	<b>83.1573</b>	<b>14549063</b>	<b>25804</b>	<b>99.8230</b>	<b>0.17770</b>





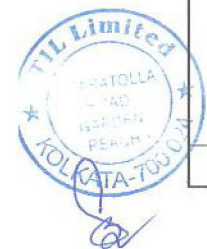
**ITEM NO. 2:** "RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder including any statutory modification(s) or re-enactment thereof for the time being in force and Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR") and any other applicable provisions thereof, Lt. Gen. Narendra Bahadur Singh (DIN 09699871) 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 SEBI LODR, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 24th January, 2024, 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."

Resolution Required : Special

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

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	13143390	13143390	100	13143390	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		13143390	13143390	100	13143390	0	100
Public -Institution	E-voting	578246	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		578246	0	0	0	0	0
Public-Non Institution	E-voting	3805221	1431477	37.6188	1405673	25804	98.1974	1.8026
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		3805221	1431477	37.6188	1405673	25804	98.1974
<b>TOTAL</b>		<b>17526857</b>	<b>14574867</b>	<b>83.1573</b>	<b>14549063</b>	<b>25804</b>	<b>99.8230</b>	<b>0.17770</b>



**ITEM NO. 3:** "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 ("the Act") and the Rules framed thereunder including any statutory modification(s) or re-enactment thereof for the time being in force and Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR") and any other applicable provisions thereof, Mr. Amit Mukherjee (DIN 06746412) 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 SEBI LODR, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 24th January, 2024, 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."

Resolution Required : Special

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

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	13143390	13143390	100	13143390	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	13143390	13143390	100	13143390	0	100	0
Public -Institution	E-voting	578246	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	578246	0	0	0	0	0	0
Public-Non Institution	E-voting	3805221	1431477	37.6188	1405673	25804	98.1974	1.8026
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	3805221	1431477	37.6188	1405673	25804	98.1974	1.8026
<b>TOTAL</b>		<b>17526857</b>	<b>14574867</b>	<b>83.1573</b>	<b>14549063</b>	<b>25804</b>	<b>99.8230</b>	<b>0.17770</b>





ITEM NO. 4: "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 200, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto, including any statutory amendments or re-enactments thereof, Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR") and any other applicable provisions thereof and as approved by the Board of Directors ("the Board") and subject to all other statutory approvals, sanctions and permissions if any, Mr. Sunil Kumar Chaturvedi (DIN 02183147) be and is hereby appointed as the Chairman and Managing Director of the Company for a period of 5 (five) years with effect from 24th January, 2024, on such terms and conditions as set out in the Explanatory Statement annexed to the Notice of this Meeting with liberty to the Nomination & Remuneration Committee ("the Committee") and to the Board to alter, vary or change the said terms and conditions of his appointment in such a manner and to such extent as may be agreed upon by and between the Committee and the Board and Mr. Chaturvedi within and in accordance with the provisions prescribed under Schedule V to the Act or any amendment to the Schedule V or to the Act or any re-enactment thereof.

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."

Resolution Required : Special

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

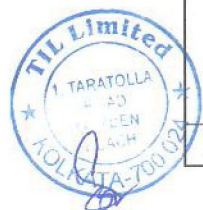
CATEGORY	MODE OF VOTING	NO. OF SHARES HELD (1)	NO. OF VOTES POLLED (2)	% OF VOTES POLLED ON OUTSTANDING SHARES (3)=[(2)/(1)]*100	NO. OF VOTES IN FAVOUR (4)	NO. OF VOTES AGAINST (5)	% OF VOTES IN FAVOUR ON VOTES POLLED (6)=[(4)/(2)]*100	% OF VOTES AGAINST ON VOTES POLLED (7)=[(5)/(2)*100]
Promoter/Promoter Group	E-voting	13143390	13143390	100	13143390	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		13143390	13143390	100	13143390	0	100
Public -Institution	E-voting	578246	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		578246	0	0	0	0	0
Public-Non Institution	E-voting	3805221	1431477	37.6188	1405673	25804	98.1974	1.8026
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		3805221	1431477	37.6188	1405673	25804	98.1974
<b>TOTAL</b>		<b>17526857</b>	<b>14574867</b>	<b>83.1573</b>	<b>14549063</b>	<b>25804</b>	<b>99.8230</b>	<b>0.17770</b>



**ITEM NO. 5:** "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 200, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto, including any statutory amendments or re-enactments thereof, Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR") and any other applicable provisions thereof and as approved by the Board of Directors ("the Board") and subject to all other statutory approvals, sanctions and permissions, if any, Mr. Alok Kumar Tripathi (DIN 10470292) be and is hereby appointed as a Whole-time Director of the Company for a period of 5 years with effect from 25th January, 2024, to be designated as Director & President on such terms and conditions as set out in the Explanatory Statement annexed to the Notice of this Meeting with liberty to the Nomination & Remuneration Committee ("the Committee") and to the Board to alter, vary or change the said terms and conditions of his appointment in such a manner and to such extent as may be agreed upon by and between the Committee and the Board and Mr. Tripathi within and in accordance with the provisions prescribed under Schedule V to the Act or any amendment to the Schedule V or to the Act or any re-enactment thereof.

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."

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	13143390	13143390	100	13143390	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		13143390	13143390	100	13143390	0	100
Public -Institution	E-voting	578246	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		578246	0	0	0	0	0
Public-Non Institution	E-voting	3805221	1431477	37.6188	1405673	25804	98.1974	1.8026
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		3805221	1431477	37.6188	1405673	25804	98.1974
<b>TOTAL</b>		<b>17526857</b>	<b>14574867</b>	<b>83.1573</b>	<b>14549063</b>	<b>25804</b>	<b>99.8230</b>	<b>0.17770</b>





ITEM NO. 6: "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 200, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto, including any statutory amendments or re-enactments thereof, Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR") and any other applicable provisions thereof and as approved by the Board of Directors ("the Board") and subject to all other statutory approvals, sanctions and permissions, if any, Mr. Ayan Banerjee (DIN 07563764) be and is hereby appointed as a Whole-time Director of the Company for a period of 5 years with effect from 25th January, 2024, to be designated as Director - Finance on such terms and conditions as set out in the Explanatory Statement annexed to the Notice of this Meeting with liberty to the Nomination & Remuneration Committee ("the Committee") and to the Board to alter, vary or change the said terms and conditions of his appointment in such a manner and to such extent as may be agreed upon by and between the Committee and the Board and Mr. Banerjee within and in accordance with the provisions prescribed under Schedule V to the Act or any amendment to the Schedule V or to the Act or any re-enactment thereof.

"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."

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	13143390	13143390	100	13143390	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		13143390	13143390	100	13143390	0	100
Public -Institution	E-voting	578246	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		578246	0	0	0	0	0
Public-Non Institution	E-voting	3805221	1431477	37.6188	1405673	25804	98.1974	1.8026
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		3805221	1431477	37.6188	1405673	25804	98.1974
<b>TOTAL</b>		<b>17526857</b>	<b>14574867</b>	<b>83.1573</b>	<b>14549063</b>	<b>25804</b>	<b>99.8230</b>	<b>0.17770</b>



**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 18<sup>th</sup> March 2024 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 20<sup>th</sup> April 2024, 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 18<sup>th</sup> March 2024 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 Tuesday, 16<sup>th</sup> April 2024 at 10.00 a.m. (IST) and ended on Friday, 19<sup>th</sup> April 2024 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 20<sup>th</sup> April 2024 at 12.28 P.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 18<sup>th</sup> March 2024 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 of EGM dated 18<sup>th</sup> March 2024.

<b>Date of the EGM</b>	<b>20-04-2024</b>
<b>Total number of shareholders on record date</b>	<b>7096</b>
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>  Promoters and Promoter Group: Public:	<b>NOT APPLICABLE</b>
<b>No. of Shareholders attended the meeting through video Conferencing:</b> Promoters and Promoter Group Public	<b>20</b> <b>40</b>



## SPECIAL BUSINESS

### Item No. 1: Special Resolution

Appointment of Ms. Saroj Punhani (DIN 08922018) as an Independent Director of the Company with effect from 24th January, 2024 pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other provisions of the Companies Act, 2013.

Resolution Required:					Special Resolution			
Whether promoter/promoter group are interested in the resolution					No			
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	13143390	13143390	100.00	13143390	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		13143390	13143390	100.00	13143390	0	100.00
Public-Institution	E-Voting	578246	0	0	0	0	0	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		578246	0	0	0	0	0
Public- Non Institution	E-Voting	3805221	1431477	37.6188	1405673	25804	98.1974	1.8026
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3805221	1431477	37.6188	1405673	25804	98.1974
<b>Total</b>		<b>17526857</b>	<b>14574867</b>	<b>83.1573</b>	<b>14549063</b>	<b>25804</b>	<b>99.8230</b>	<b>0.1770</b>

Item No. 2: Special Resolution

Appointment of Lt. Gen. Narendra Bahadur Singh (DIN 09699871) as an Independent Director of the Company with effect from 24th January, 2024 pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other provisions of the Companies Act, 2013.

Resolution Required:					Special Resolution			
Whether promoter/promoter group are interested in the resolution					No			
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	13143390	13143390	100.00	13143390	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
	<b>Total</b>		<b>13143390</b>	<b>13143390</b>	<b>100.00</b>	<b>13143390</b>	<b>0</b>	<b>100.00</b>
Public-Institution	E-Voting	578246	0	0	0	0	0	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
	<b>Total</b>		<b>578246</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Non Institution	E-Voting	3805221	1431477	37.6188	1405673	25804	98.1974	1.8026
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3805221</b>	<b>1431477</b>	<b>37.6188</b>	<b>1405673</b>	<b>25804</b>	<b>98.1974</b>
<b>Total</b>		<b>17526857</b>	<b>14574867</b>	<b>83.1573</b>	<b>14549063</b>	<b>25804</b>	<b>99.8230</b>	<b>0.1770</b>

Item No. 3: Special Resolution

Appointment of Mr. Amit Mukherjee (DIN 06746412) as an Independent Director of the Company with effect from 24th January, 2024 pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other provisions of the Companies Act, 2013.

Resolution Required:					Special Resolution			
Whether promoter/promoter group are interested in the resolution					No			
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	13143390	13143390	100.00	13143390	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		13143390	13143390	100.00	13143390	0	100.00
Public-Institution	E-Voting	578246	0	0	0	0	0	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		578246	0	0	0	0	0
Public-Non Institution	E-Voting	3805221	1431477	37.6188	1405673	25804	98.1974	1.8026
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3805221	1431477	37.6188	1405673	25804	98.1974
<b>Total</b>		17526857	14574867	83.1573	14549063	25804	99.8230	0.1770



Item No. 4: Special Resolution

Appointment of Mr. Sunil Kumar Chaturvedi (DIN 02183147) as the Chairman & Managing Director of the Company with effect from 24th January, 2024 pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other provisions of the Companies Act, 2013.

Resolution Required:					Special Resolution			
Whether promoter/promoter group are interested in the resolution					No			
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	13143390	13143390	100.00	13143390	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		13143390	13143390	100.00	13143390	0	100.00
Public-Institution	E-Voting	578246	0	0	0	0	0	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		578246	0	0	0	0	0
Public-Non Institution	E-Voting	3805221	1431477	37.6188	1405673	25804	98.1974	1.8026
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3805221	1431477	37.6188	1405673	25804	98.1974
<b>Total</b>		<b>17526857</b>	<b>14574867</b>	<b>83.1573</b>	<b>14549063</b>	<b>25804</b>	<b>99.8230</b>	<b>0.1770</b>

Item No. 5: Special Resolution

Appointment of Mr. Alok Kumar Tripathi (DIN 10470292) as the Whole-time Director (Director & President) of the Company with effect from 25th January, 2024 pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other provisions of the Companies Act, 2013

Resolution Required:					Special Resolution			
Whether promoter/promoter group are interested in the resolution					No			
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	13143390	13143390	100.00	13143390	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		13143390	13143390	100.00	13143390	0	100.00
Public-Institution	E-Voting	578246	0	0	0	0	0	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		578246	0	0	0	0	0
Public-Non Institution	E-Voting	3805221	1431477	37.6188	1405673	25804	98.1974	1.8026
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3805221	1431477	37.6188	1405673	25804	98.1974
<b>Total</b>		<b>17526857</b>	<b>14574867</b>	<b>83.1573</b>	<b>14549063</b>	<b>25804</b>	<b>99.8230</b>	<b>0.1770</b>

Item No. 6: Special Resolution

Appointment of Mr. Ayan Banerjee (DIN 07563764) as the Whole-time Director (Director- Finance) of the Company with effect from 25th January, 2024 pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other provisions of the Companies Act, 2013

Resolution Required:					Special Resolution			
Whether promoter/promoter group are interested in the resolution.					No			
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	13143390	13143390	100.00	13143390	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		13143390	13143390	100.00	13143390	0	100.00
Public-Institution	E-Voting	578246	0	0	0	0	0	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		578246	0	0	0	0	0
Public-Non Institution	E-Voting	3805221	1431477	37.6188	1405673	25804	98.1974	1.8026
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3805221	1431477	37.6188	1405673	25804	98.1974
<b>Total</b>		17526857	14574867	83.1573	14549063	25804	99.8230	0.1770



Thanking you,

Yours faithfully

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

**BINITA  
PANDEY**

Digitally signed by  
BINITA PANDEY  
Date: 2024.04.20  
17:48:54 +05'30'

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

**UDIN: A041594E000200016  
Place: Kolkata  
Date: 20-04-2024**

**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 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 18<sup>th</sup> March, 2024 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 20<sup>th</sup> April 2024 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 18<sup>th</sup> March 2024 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 Tuesday, 16<sup>th</sup> April 2024 at 10.00 a.m. (IST) and ended on Friday, 19<sup>th</sup> April 2024 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.
4. 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 20<sup>th</sup> April 2024 at 12.28 P.M and were counted.
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 18<sup>th</sup> March 2024 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 18<sup>th</sup> March 2024 of EGM.

### **SPECIAL BUSINESS**

**Item No. 1: Special Resolution**

**Appointment of Ms. Saroj Punhani (DIN 08922018) as an Independent Director of the Company with effect from 24th January, 2024 pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other provisions of the Companies Act, 2013.**

**(I) Vote in favour of the Resolution:**

<b>No. of members</b>	<b>No. of votes cast by them</b>	<b>% of total number of valid votes cast</b>
107	14549063	99.82

**(II) Vote against the Resolution:**

<b>No. of members</b>	<b>No. of votes cast by them</b>	<b>% of total number of valid votes cast</b>
2	25804	0.18

**Item No. 2: Special Resolution**

**Appointment of Lt. Gen. Narendra Bahadur Singh (DIN 09699871) as an Independent Director of the Company with effect from 24th January, 2024 pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other provisions of the Companies Act, 2013**

**(I) Vote in favour of the Resolution:**

<b>No. of members</b>	<b>No. of votes cast by them</b>	<b>% of total number of valid votes cast</b>
107	14549063	99.82

**(II) Vote against the Resolution:**

<b>No. of members</b>	<b>No. of votes cast by them</b>	<b>% of total number of valid votes cast</b>
2	25804	0.18

**Item No. 3: Special Resolution**

**Appointment of Mr. Amit Mukherjee (DIN 06746412) as an Independent Director of the Company with effect from 24th January, 2024 pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other provisions of the Companies Act, 2013.**

**(III) Vote in favour of the Resolution:**

No. of members	No. of votes cast by them	% of total number of valid votes cast
107	14549063	99.82

**(IV) Vote against the Resolution:**

No. of members	No. of votes cast by them	% of total number of valid votes cast
2	25804	0.18



**Item No. 4: Special Resolution**

**Appointment of Mr. Sunil Kumar Chaturvedi (DIN 02183147) as the Chairman & Managing Director of the Company with effect from 24th January, 2024 pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other provisions of the Companies Act, 2013**

**(V) Vote in favour of the Resolution:**

<b>No. of members</b>	<b>No. of votes cast by them</b>	<b>% of total number of valid votes cast</b>
107	14549063	99.82

**(VI) Vote against the Resolution:**

<b>No. of members</b>	<b>No. of votes cast by them</b>	<b>% of total number of valid votes cast</b>
2	25804	0.18

**Item No. 5: Special Resolution**

**Appointment of Mr. Alok Kumar Tripathi (DIN 10470292) as the Whole-time Director (Director & President) of the Company with effect from 25th January, 2024 pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other provisions of the Companies Act, 2013**

(VII) **Vote in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
107	14549063	99.82

(VIII) **Vote against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
2	25804	0.18

Item No. 6: **Special Resolution**

**Appointment of Mr. Ayan Banerjee (DIN 07563764) as the Whole-time Director (Director- Finance) of the Company with effect from 25th January, 2024 pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other provisions of the Companies Act, 2013**

(IX) **Vote in favour of the Resolution:**

No. of members	No. of votes cast by them	% of total number of valid votes cast
107	14549063	99.82

(X) **Vote against the Resolution:**

No. of members	No. of votes cast by them	% of total number of valid votes cast
2	25804	0.18

Thanking you,

Yours faithfully

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

**BINITA** Digitally signed by  
BINITA PANDEY  
**PANDEY** Date: 2024.04.20  
17:40:54 +05'30'

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

**UDIN: A041594F000200016  
Place: Kolkata  
Date: 20-04-2024**