

TIL Limited

CIN : L74999WB1974PLC041725

Registered Office:

1, Taratala Road, Garden Reach
Kolkata-700 024

Ph. : 6633-2000, 6633-2645

Fax : 2469-3731/2143

Website : www.tilindia.in

12th April, 2016

The Secretary
The Calcutta Stock Exchange Association Ltd.
7, Lyons Range
Kolkata 700 001

Dear Sir,

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 Quarterly Compliance Report on Corporate Governance of the Company for the quarter ended 31st March, 2016 for your kind information and record.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
For TIL LIMITED


SEKHAR BHATTACHARJEE
COMPANY SECRETARY

Encl. As above

CC : Department of Corporate Service,
The Stock Exchange, Mumbai, 1st Floor,
Rotunda Buldg., P.J. Towers,
Dalal Street, Fort,
Mumbai 400001.

CC : National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block - G,
Bandra Kurla Complex, Bandra (E),
Mumbai 400 051.

TIL LIMITED

Quarterly Compliance Report on Corporate Governance for the Fourth Quarter ended 31st March, 2016

I. Composition of Board of Directors			
Same as previous quarter.			
II. Composition of Committees			
Same as previous quarter.			
III. Meeting of Board of Directors			
<i>Date of Meeting in the previous quarter</i>	<i>Date of Meeting in the relevant quarter</i>	<i>Gap between the two consecutive meetings (in number of days)</i>	
9 TH NOVEMBER, 2015	8 TH FEBRUARY, 2016	90 Days (excluding date of the meetings)	
IV. Meeting of Committees			
AUDIT COMMITTEE			
<i>Date of meeting of the Committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date of meeting of the Committee in the previous quarter</i>	<i>Gap between the two consecutive meetings (in number of days)</i>
8 TH FEBRUARY, 2016	YES	9 TH NOVEMBER, 2015	90 Days (excluding date of the meetings)
NOMINATION & REMUNERATION COMMITTEE			
<i>Date of meeting of the Committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date of meeting of the Committee in the previous quarter</i>	<i>Gap between the two consecutive meetings (in number of days)</i>
8 TH FEBRUARY, 2016	YES	--	--



V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)^{refer note below}</i>
Whether prior approval of audit committee obtained	YES (Omnibus Approval)
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NO, scheduled review due in the next Audit Committee Meeting.

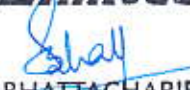
VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
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
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. 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.
5. This report shall be placed before the Board of Directors of the Company at the ensuing Board Meeting.

Date: 12.04.2016

Place: Kolkata

TIL Limited


SEKHAR BHATTACHARJEE
COMPANY SECRETARY

TIL LIMITED

Compliance Report on Corporate Governance for the Financial Year ended 31st March, 2016

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	<i>Compliance status (Yes/No/NA) refer note below</i>	
Details of business	YES	
Terms and conditions of appointment of independent directors	YES	
Composition of various committees of board of directors	YES	
Code of conduct of board of directors and senior management personnel	YES	
Details of establishment of vigil mechanism/ Whistle Blower policy	YES	
Criteria of making payments to non-executive directors	YES	
Policy on dealing with related party transactions	YES	
Policy for determining 'material' subsidiaries	YES	
Details of familiarization programmes imparted to independent directors	YES	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	
email address for grievance redressal and other relevant details	YES	
Financial results	YES	
Shareholding pattern	YES	
Details of agreements entered into with the media companies and/or their associates	N.A	
New name and the old name of the listed entity	N.A	
II Annual Affirmations		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	YES
Board composition	17(1)	YES
Meeting of Board of directors	17(2)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of nomination & remuneration committee	19(1) & (2)	YES



Composition of Stakeholder Relationship Committee	20(1) & (2)	YES
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	YES
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	YES
Maximum Directorship & Tenure	25(1) & (2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES
Disclosure of Shareholding by Non-Executive Directors	26(4)	N.A.
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	YES

Note:

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Company has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of the Company have been complied.

Date: 12.04.2016
Place: Kolkata

TIL Limited


SEKHAR BHATTACHARJEE
COMPANY SECRETARY