

CIN: L74999WB1974PLC041725

Registered Office:

1, Taratolla Road, Garden Reach
Kolkata 700 024

Website : www.tilindia.in

Tel : 6633 2000, 6633 2845

Fax : 2469 3731/2143

Dear Shareholder(s),

NOTICE OF POSTAL BALLOT

Notice is hereby given under Section 110(1)(a) of the Companies Act, 2013 (**"the Act"**) read with Rule 22(16)(i) of the Companies (Management and Administration) Rules, 2014 (**"Companies M&A Rules"**) for obtaining assent of the requisite majority of the Shareholders of the Company by means of Postal Ballot on the Special Resolution set out in this Notice. In terms of Rule 22(1) and Rule 22(15) of the Companies M&A Rules read with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI LODR"**), Shareholders are also provided with the facility of voting through electronic means (**"e-voting"**).

The explanatory statement pertaining to the Special Resolution setting out the material facts and the reasons thereof is set out below for your consideration and the Postal Ballot Form is annexed with this Notice.

Shareholders desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed herein and return the Postal Ballot Form duly completed in the enclosed self addressed Business Reply Envelope. Postal Ballot Form can also be sent by courier/speed post at the expense of the Shareholders or be deposited personally at the address given on the self addressed Business Reply Envelope.

Shareholders desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to Postal Ballot in this Notice include votes received electronically.

Voting through Postal Ballot shall commence from 24th April, 2016 and end on 23rd May, 2016. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (i.e. 17:00 Hours IST) on Monday, 23rd May, 2016 to be eligible for being considered, failing which it will stand rejected. The e-voting portal shall be blocked by National Securities Depository Limited (**"NSDL"**) on 23rd May, 2016 at 17:00 Hours IST after which e-voting shall not be possible. Shareholders are accordingly requested to take note of the above timelines while exercising their voting.

SPECIAL RESOLUTION:

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

Item No. 1

"RESOLVED THAT pursuant to Section 180(1)(a) of the Companies Act, 2013 read with Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions, and subject to such consents, sanctions, permissions and approvals, if any required, the Company do transfer the Caterpillar Dealership business of the Company (**"Caterpillar Business"**); and for this purpose, the Company do sell or otherwise dispose of its Caterpillar Business as a going concern comprised in the wholly owned subsidiary companies by the following process:

- a. By sale of shares of Tractors India Private Limited in India;
- b. By sale of shares of Tractors Nepal Private Limited in Nepal;
- c. By sale of the specified assets & liabilities pertaining to Caterpillar Business and standing in the books of TIL Overseas Pte. Ltd. at its net book value in Singapore

for a net consideration of not less than Rs. 350,00,00,000/- (Rupees Three Hundred Fifty Crore only) over and above the net book value in Singapore and the value of investments in Nepal respectively on such terms as may be deemed expedient by the Board of Directors in the best interest of the Company."

"RESOLVED FURTHER THAT for giving effect to the resolution, the Board of Directors do hereby authorise Mr. Sumit Mazumder, Chairman & Managing Director (**"CMD"**) or any other person as may be authorized by CMD to take, from time to time, all necessary decision and to execute all such documents, deeds, writings, papers and/or

agreements as may be required and do all such acts, deeds, matters and things, as he may in his absolute discretion, deem fit, necessary or appropriate.”

Place : Kolkata
Date : 21st April, 2016.

By order of the Board
Sekhar Bhattacharjee
Company Secretary

NOTES AND INSTRUCTIONS:

1. Shareholders who have registered their e-mail IDs with depositories or with the Company for this purpose are being sent the Postal Ballot Notice by e-mail and Shareholders who have not registered their e-mail IDs will receive the Postal Ballot Notice along with the Postal Ballot Form through Registered Post/Speed Post/Courier. Shareholders casting their vote through Postal Ballot Form should use the Business Reply Envelope provided with this Notice and duly seal the same before sending it through post. Envelopes containing the Postal Ballot Form will also be accepted if physical copy thereof, duly sealed inside the attached Business Reply Envelope is sent by any other mode at the expense of the Shareholder. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the link http://www.tilindia.in/investor/investor_info.php or from the 'Investor Info' section on the Company's website www.tilindia.in.
2. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
3. The Postal Ballot Form should be signed by the Shareholder as per the specimen signature registered with the Company. In case shares are jointly held, the Postal Ballot Form should be completed and signed by the first named holder and in his/her absence, by the next named holder. Holders of Power of Attorney (PoA) on behalf of a Shareholder may vote on the Postal Ballot Form mentioning the Registration No. of the PoA registered with the Company or attach notarially attested copy of the PoA. Unsigned/ Incomplete Postal Ballot Forms will be rejected.
4. Shareholders holding shares in dematerialised form are advised, in their own interest, to get their signatures verified by their Bankers/Depository Participants (“DPs”). The signature should be verified by their Bankers/ DPs by affixing seal mentioning name and address of the Banker/ DPs and name, stamp and signature of the Authorised Signatory.
5. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with the attested specimen signature(s) of the duly Authorised Signatory(ies) giving the requisite authority to the person voting on the Postal Ballot Form.
6. Shareholders are requested not to send any document (other than the Resolution/ Authority as mentioned above) along with the completed Postal Ballot Form inside the enclosed Business Reply Envelope, as all such envelopes without opening will be sent to the Scrutinizer. Should any extraneous matter be found in any such envelope, the same will not be considered and would be destroyed by the Scrutinizer.
7. There will be only one Postal Ballot Form for each Folio/ Client Id.
8. Shareholders cannot exercise his/her vote by proxy on Postal Ballot.
9. The cut-off date fixed for voting is 19th April, 2016 and shall be the date reckoned for voting both by Postal Ballot and e-voting.
10. Shareholders may request for duplicate Postal Ballot Form, if so required. Request of issuance of duplicate Postal Ballot shall be made to our Registrar and Share Transfer Agent (RTA) M/s. C B Management Services (P) Ltd., P-22, Bondel Road, Kolkata 700019, Tel: (033) 40116700/6711/6718, Email: rta@cbmsl.com /mustafik@cbmsl.co. The Duplicate Form duly completed should reach the Scrutinizer not later than the close of working hours on Monday, 23rd May, 2016 being the last date for receiving the same.
11. Shareholders are requested to fill the Postal Ballot Form in indelible ink and avoid filing it by using erasable writing medium(s) like pencil.

VOTING THROUGH ELECTRONIC MEANS:

12. The Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Shareholders, if they so opt, to cast their votes electronically instead of filling in and dispatching the Postal Ballot Form.
13. E-voting Instructions –
 - (i) The voting period begins on 24th April, 2016 at 09.00 Hours and ends on 23rd May, 2016 at 17.00 Hours During this period, Shareholder holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 19th April, 2016 may, if they so opt, cast their vote electronically. The e-voting portal shall be blocked by NSDL at 17:00 Hours on 23rd May, 2016, after which no voting shall be possible.

- (ii) Shareholders can commence e-voting as soon as they receive an e-mail from NSDL. In order to commence e-voting the following guidelines may be followed:
 - (a) Open e-mail and open PDF file viz; "TIL remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (b) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>
 - (c) Click on Shareholder - Login
 - (d) Put user ID and password as initial password/PIN noted in step (a) above. Click Login.
 - (e) Password change Menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (f) Home page of remote e-voting opens. Click on remote e-Voting: Active Voting Cycles.
 - (g) Select "EVEN" (Electronic Voting Event Number) of TIL Limited.
 - (h) Now you are ready for remote e-voting as Cast Vote page opens.
 - (i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (j) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (k) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (l) Corporates/Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. who are authorized to vote to the Scrutinizer through e-mail to tchatterjeeassociates@gmail.com with a copy marked to evoting@nsdl.co.in.

(iii) In case a Shareholder receives physical copy of the Notice of Postal Ballot [for Shareholders whose email Ids are not registered with the Company/Depository participant(s) or requesting physical copy] and wish to undertake e-voting:

(a) Initial password is provided in the Postal Ballot Form in the following format:

EVEN (Electronic Voting Even Number)	USER ID	PASSWORD

(b) Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.

- (iv) In case of any query, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.
 - (v) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - (vi) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
14. Shareholders may submit their queries/ grievances, etc. connected to Postal Ballot and e-voting to Secretarial.Department@tilindia.com, mustafik@cbmsl.co and tchatterjeeassociates@gmail.com or contact Mr. Kuntal Mustafi, Manager, M/s. C B Management Services (P) Ltd., P-22, Bondel Road, Kolkata 700 019, Tel : (033) 4011 6700/6711/6718, Mobile No. : 9331089046.
 15. The Company has appointed Mr. T. Chatterjee, Practicing Company Secretary (CP. No. 6935), to act as the Scrutinizer for the purposes of regulating the voting through Postal Ballot and e-voting in a fair and transparent manner.
 16. In case a Shareholder votes through both e-voting and Postal Ballot, voting done through Postal Ballot will be ignored.
 17. The Scrutinizer shall, not later than two working days from the conclusion of the voting through Postal Ballot and e-voting, submit his report on the voting pattern in accordance with the procedure set out in Companies M&A Rules to the Chairman.
 18. The Chairman shall on receipt of such report from the Scrutinizer declare the result of the voting latest by 25th May, 2016 and the same shall also be uploaded on the website of the Company at www.tilindia.in along with the website of NSDL at www.evoting.nsd.com.
 19. The resolution, where assented to by the requisite majority of the Shareholders by means of Postal Ballot (which shall also include the results of e-voting), shall be deemed to have been duly passed on the date of the announcement of the result as aforesaid on 25th May, 2016 and in terms of Section 110(2) of the Act shall be deemed to have been duly passed at a general meeting convened in that behalf.
 20. The Scrutinizer's decision on the validity of a completed Postal Ballot Form shall be final.

ANNEXURE TO NOTICE EXPLANATORY STATEMENT

The Company has been carrying on business of dealership of products of Caterpillar Inc., USA (“**Caterpillar Business**”) for the last six decades in North and East India, Nepal and Bhutan. The Company has been dealing in Caterpillar’s earthmoving, construction and mining equipment, spares, etc., and providing related services along with assembly, supply, erection and commissioning of generating sets powered by Caterpillar engines, dealing in spares and providing related services through its following wholly owned subsidiaries, (i) Tractors India Private Limited (TIPL), India; (ii) Tractors Nepal Private Limited (TNPL), Nepal and (iii) TIL Overseas Pte. Limited (TILO), Singapore.

The Company has its own manufacturing facilities at Kamarhatty and Kharagpur in the State of West Bengal for manufacturing of Material Handling Equipment, Road Construction Equipment, Mining Equipment and Energy Equipment (“**Products**”) under license with reputed Technical Collaborators viz., Manitowoc, Hyster & Astec. While Kamarhatty facility (set up in 1962) manufactures Cranes & other Material Handling Equipment, the Kharagpur facility (set up in 2011) manufactures Road Construction Equipment and Reach Stackers. The Company has aggressive plans to increase its market share in these products by enhancing manufacturing facilities and also expanding the range of Products to cater to both domestic and export markets. This also augurs well with the ‘Make in India’ program launched by the Government of India which also covers products manufactured by the Company. The Company for the last few years has witnessed difficult business environment coupled with underutilization of the new factory capacity at Kharagpur. This has led to significant losses and consequent erosion of the Net Worth of the Company coupled with increased borrowings resulting to high finance cost. Additionally the credit rating of the Company has been downgraded by Credit Rating Agencies and the Bankers. In order to overcome this difficult situation it was discussed amongst Board of Directors the requirement for additional interest free funding to the Company. In view of this the Board of Directors recommended the Management to evaluate the possibility of selling of the Caterpillar Business (“**Proposed Transaction**”) at a Fair Value to an acceptable organization/individual acceptable to both the Company as well as to Caterpillar Inc. The sale proceeds of TIPL shares will provide liquidity in the Company, address growth opportunities and also enhance the Net Worth of the Company leading to increase of Shareholders’ Value and improved ratings both by Credit Rating Agencies and Bankers. This would significantly reduce the Borrowings of the Company leading to lower Financing Cost. This would also result to improved financial situation of the Company.

Goodearth Minetech Private Limited (GMPL), New Delhi (also having confirmation of support from Caterpillar) has evinced interest to acquire the Caterpillar Business as a going concern on the consideration as mentioned in the Resolution. Mr. Sunil Chaturvedi who is the Managing Director and CEO of TIPL, is also a Director of GMPL and accordingly interested in the Proposed Transaction. Mr. Sunil Chaturvedi, however, is not in any manner interested in the Company.

The Audit Committee vide its meeting held on 21st April, 2016 has approved the Proposed Transaction with its recommendations. The Board has also considered valuation reports issued by Messrs. KPMG and Messrs. Grant Thornton determining the fair value of the Caterpillar Business in India and based on the average valuation of the said two reports, the proposed sale value has been fixed at Rs. 350,00,00,000/- (Rupees Three Hundred Fifty Crore only) over and above the net book value of the specified assets and liabilities in relation to the Caterpillar Business in Singapore in the books of TILO and the value of Investments in TNPL. The aforesaid two valuation reports shall remain open for inspection which can be taken on any working day at the registered office of the Company between 15.00 Hours and 17.00 Hours

Section 180(1)(a) of the Act read with Regulation 24(5) of the SEBI LODR requires prior approval of Shareholders through Special Resolution for the proposed transfer of Caterpillar Business. Under Companies (Management and Administration) Rules, 2014, such approval of the Shareholders has to be obtained through Postal Ballot.

The Board recommends approval of the resolution as provided in the Postal Ballot Notice as a Special Resolution by the Shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested financially or otherwise in the resolution except to the extent of their shareholding, if any.

By order of the Board
Sekhar Bhattacharjee
Company Secretary

Place : Kolkata
Date : 21st April, 2016.

CIN: L74999WB1974PLC041725

Registered Office:

1, Taratolla Road, Garden Reach
Kolkata 700 024

Website : www.tilindia.in

Tel : 6633 2000, 6633 2845

Fax : 2469 3731/2143

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Serial No :

1. Name and Registered address of the First Named Shareholder (IN BLOCK LETTERS)				
2. Registered Folio No. / Client ID No. (Applicable for investors holding shares in dematerialized form)	EVEN	USER ID	PASSWORD	
3. Number of Shares held				

I/We hereby exercise my/our vote in respect of the Special Resolution enumerated below by recording my/our assent or dissent to the said resolution by placing [✓] tick mark in the appropriate box below:

“RESOLVED THAT pursuant to Section 180(1)(a) of the Companies Act, 2013 read with Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions, and subject to such consents, sanctions, permissions and approvals, if any required, the Company do transfer the Caterpillar Dealership business of the Company (**“Caterpillar Business”**); and for this purpose, the Company do sell or otherwise dispose of its Caterpillar Business as a going concern comprised in the wholly owned subsidiary companies by the following process:

- a. By sale of shares of Tractors India Private Limited in India;
- b. By sale of shares of Tractors Nepal Private Limited in Nepal;
- c. By sale of the specified assets & liabilities pertaining to Caterpillar Business and standing in the books of TIL Overseas Pte. Ltd. at its net book value in Singapore

for a net consideration of not less than Rs. 350,00,00,000/- (Rupees Three Hundred Fifty Crore only) over and above the net book value in Singapore and the value of investments in Nepal respectively on such terms as may be deemed expedient by the Board of Directors in the best interest of the Company.”

“RESOLVED FURTHER THAT for giving effect to the resolution, the Board of Directors do hereby authorise Mr. Sumit Mazumder, Chairman & Managing Director (**“CMD”**) or any other person as may be authorized by CMD to take, from time to time, all necessary decision and to execute all such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as he may in his absolute discretion, deem fit, necessary or appropriate.”

No.	Item	No. of Shares for which vote cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
	Special Resolution for transfer of Caterpillar Business			

Place :

Date :

#E-mail : #Tel No.:

Optional

Signature(s) of the Shareholder/Authorised Representative

NOTE:

- a) Kindly read the instructions printed overleaf before the filling the Form.
- b) Last Date for receipt of the Postal Ballot Forms by the Scrutinizer is Monday, 23rd May, 2016.

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send to the Scrutinizer in the enclosed self-addressed and postage pre-paid Envelope. No postage is required, however, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of or deposited at the address given therein by the Registered Member will also be accepted. The envelopes containing the Postal Ballot should reach the Scrutinizer not later than the close of the working hours on Monday, the 23rd May, 2016.
2. Voting rights shall be reckoned on the paid up value of equity shares registered in the name of the Members as on 19th April, 2016.
3. The self-addressed pre-paid envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. The Form should be completed and signed by the sole/first named Shareholder. In the absence of the first named Shareholder in a joint holding, the Form may be completed and signed by the next named Shareholder. (However where the Form is sent separately by the first named Shareholder and the joint holder(s), the vote of the first named Shareholder would be valid).
5. Duly completed Form should reach the Scrutinizer on or before the close of working hours on Monday, the 23rd May, 2016. All forms received after this date will be treated as if reply from the Shareholders has not been received.
6. There will be only one Postal Ballot Form for every folio irrespective of the number of joint shareholder(s).
7. In case of shares held by Companies, Trusts etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority with signature(s) of Authorized Signatory(ies).
8. Members are requested not to send any other matter along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
9. Incomplete, unsigned or incorrectly filled Postal Ballot Forms are subject to rejection by the Scrutinizer.
10. The votes should be cast either in favour of or against by putting the tick [√] mark in the column provided for assent or dissent. Postal Ballot Form bearing [√] in both the column will render the form and vote contained therein invalid.