

TIL Limited

CIN : L74999WB1974PLC041725

Registered Office:

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Kolkata-700 024

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Website : www.tilindia.in

9th April, 2019

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

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
Bombay Stock Exchange Ltd.,
P.J. Towers,
Dalal Street, Fort,
Mumbai 400001.

Stock Code: TIL

Scrip Code: 505196

Dear Sir,

Re: Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Quarterly / Yearly Compliance Report on Corporate Governance of TIL Limited ("the Company")

In terms of Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find the Compliance Report on Corporate Governance of the Company for the fourth quarter ended on 31st March, 2019 (Annexure-I) and the financial year ended on 31st March, 2019 (Annexure-II) respectively for your kind perusal and record.

Thanking you,

Yours faithfully,
For TIL LIMITED


SEKHAR BHATTACHARJEE
COMPANY SECRETARY



Encl. As above

TIL LIMITED**Quarterly Compliance Report on Corporate Governance for the Fourth Quarter ended 31st March, 2019**

I. Composition of Board of Directors									
Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive /Non-Executive /Independent/ Nominee)	Date of Appoint- ment in the current term	Date of Cessation*	Tenure# (in years)	No. of Directorship in listed entities including this listed entity.	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity.	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity.
MR.	S. MAZUMDER	PAN-AEOPM4572K DIN-00116654	CHAIRPERSON/ EXECUTIVE	01.06.2017	----	---	3	2	0
MR.	R.L. GAGGAR	PAN-ADVPG9976H DIN-00066068	NON-EXECUTIVE/ INDEPENDENT	28.07.2014	27.07.2019	5	6	6	1
MR.	G. SWARUP	PAN-AKTPS6727K DIN-00374298	NON-EXECUTIVE/ INDEPENDENT	28.07.2014	27.07.2019	5	6	3	2
MR.	T. MUKHERJEE	PAN-AETPM7030H DIN-00004777	NON-EXECUTIVE/ INDEPENDENT	01.04.2016	31.03.2021	5	2	1	0
MR.	S.V. RAMANA RAO	PAN-ACTPS2985B DIN-07002758	NON-EXECUTIVE/ NOMINEE	10.09.2014	----	---	1	1	0
MS.	VEENA HINGARH	PAN-AARPH3012Q DIN-00885567	NON-EXECUTIVE/ INDEPENDENT	26.03.2016	25.03.2021	5	1	1	0
MR.	ALOKE BANERJEE	PAN- AEJPB5533J DIN-00609491	EXECUTIVE/ NON -INDEPENDENT	01.01.2017	----	---	1	0	0
MRS.	MANJU MAZUMDER	PAN-AEOPM4573J DIN-00743164	NON-EXECUTIVE/ NON -INDEPENDENT	08.02.2019	----	---	1	0	0

*Date of Cessation mentioned only for Independent Directors

#Tenure means total period for which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period



II. Composition of Committees

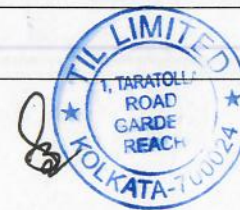
<i>Name of Committee</i>	<i>Name of Committee Members Category</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1. AUDIT COMMITTEE	1. MR. G.SWARUP (<i>Chairperson of the Committee</i>) - NON-EXECUTIVE/INDEPENDENT 2. MR. R.L.GAGGAR - NON-EXECUTIVE/INDEPENDENT 3. DR. T.MUKHERJEE - NON-EXECUTIVE/INDEPENDENT 4. MR. S.V. RAMANA RAO - NON-EXECUTIVE/NOMINEE 5. MS. VEENA HINGARH - NON-EXECUTIVE/INDEPENDENT	26.03.2008 31.10.2000 04.06.2009 10.09.2014 26.03.2015	--- --- --- --- ---
2. NOMINATION & REMUNERATION COMMITTEE	1. MR. R.L. GAGGAR(<i>Chairperson of the Committee</i>) - NON-EXECUTIVE/INDEPENDENT 2. MR. G. SWARUP - NON-EXECUTIVE/INDEPENDENT 3. DR. T.MUKHERJEE - NON-EXECUTIVE/INDEPENDENT	05.05.2014 05.02.2015 05.05.2014	--- --- ---
3. STAKEHOLDERS RELATIONSHIP COMMITTEE	1. MR. R.L.GAGGAR(<i>Chairperson of the Committee</i>) - NON-EXECUTIVE/INDEPENDENT 2. MR. S. MAZUMDER - CHAIRPERSON/EXECUTIVE 3. MR. G.SWARUP - NON-EXECUTIVE/INDEPENDENT	20.05.2014 20.05.2014 20.05.2014	--- --- ---
4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	1. MR. S.MAZUMDER(<i>Chairperson of the Committee</i>) - CHAIRPERSON/EXECUTIVE 2. DR. T.MUKHERJEE - NON-EXECUTIVE/INDEPENDENT 3. MR. R.L.GAGGAR - NON-EXECUTIVE/INDEPENDENT	20.05.2014 20.05.2014 20.05.2014	--- --- ---

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, 2018	8 TH February, 2019	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, 2019	YES	9 TH NOVEMBER, 2018	90 Days (excluding date of the meetings)



NOMINATION & REMUNERATION COMMITTEE			
Date of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date of meeting of the Committee in the previous quarter	Gap between the two consecutive meetings (in number of days)
30 TH MARCH, 2019	YES	---	---
STAKEHOLDERS RELATIONSHIP COMMITTEE			
Date of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date of meeting of the Committee in the previous quarter	Gap between the two consecutive meetings (in number of days)
30 TH MARCH, 2019	YES	---	---
CORPORATE SOCIAL RESPONSIBILITY COMMITTEE			
Date of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date of meeting of the Committee in the previous quarter	Gap between the two consecutive meetings (in number of days)
30 TH MARCH, 2019	YES	---	---

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	N.A.
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	YES
VI. Affirmations	
<ol style="list-style-type: none"> The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> Audit Committee Nomination & remuneration committee Stakeholders relationship committee The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 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. This report shall be placed before the Board of Directors of the Company at the ensuing Board Meeting. 	

Date: 09.04.2019

Place: Kolkata



TIL LIMITED

Compliance Report on Corporate Governance for the Financial Year ended 31st March, 2019

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)refer note below	
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		
Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
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: 09.04.2019
Place: Kolkata

