

TIL Limited

CIN : L74999WB1974PLC041725

Registered Office:

1, Taratolla Road, Garden Reach

Kolkata-700 024

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Website: www.tilindia.in8th July, 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/Madam,

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 Compliance Report on Corporate Governance of the Company for the first quarter ended on 30th June, 2019 of the financial year 2019-20 (Annexure-I) for your kind perusal and record.

Thanking you,

Yours faithfully,
For **TIL LIMITED**


SEKHAR BHATTACHARJEE
COMPANY SECRETARY

Encl. As above

ANNEXURE - I

TIL LIMITED

Quarterly Compliance Report on Corporate Governance for the First Quarter ended 30th June, 2019

I. Composition of Board of Directors													
Sr	Title (Mr / Ms)	Name of the Director	PAN	Category of directors (Chairperson/ Executive/ Non-Executive/Independent /Nominee)	Date of Birth	Initial Date of appointment	Date of Re- appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Mr	SUMIT MAZUMDER	PAN-AEOPM4572K DIN-00116654	Chairperson/ Executive Director/MD	11-02-1948	01-06-1994	01-06-2017	-		3	2	4	0
2	Mr	R. L. GAGGAR	PAN-ADVPG9976H DIN-00066068	Non-Executive - Independent Director	01-12-1932	14-05-1985	28-07-2014	-	60	5	5	7	1
3	Mr	G. SWARUP	PAN-AKTPS6727K DIN-00374298	Non-Executive - Independent Director	21-11-1956	26-03-2008	28-07-2014	-	60	6	3	4	2
4	Mr	T. MUKHERJEE	PAN-AETPM7030H DIN-00004777	Non-Executive - Independent Director	13-10-1942	04-06-2009	01-04-2016	-	60	1	1	1	0
5	Mr	S.V. RAMANA RAO	PAN-ACTPS2985B DIN-07002758	Non-Executive - Nominee Director	19-02-1959	10-09-2014	10-09-2014	-		1	1	1	0
6	Ms	VEENA HINGARH	PAN-AARPH3012Q DIN-00885567	Non-Executive - Independent Director	04-09-1970	26-03-2015	26-03-2016	-	60	1	1	1	0
7	Mr	ALOKE BANERJEE	PAN-AEJPB5533J DIN- 00609491	Executive Director	01-12-1954	01-01-2017	01-01-2017	-		1	0	0	0
8	Mrs	MANJU MAZUMDER	PAN-AEOPM4573J DIN-00743164	Non-Executive - Non Independent Director	22-10-1948	08-02-2019	08-02-2019	-		1	0	0	0



II. Composition of Committees**Audit Committee Details**

Sr	DIN	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation
1	00374298	Mr. G. SWARUP	Non-Executive - Independent Director	Chairperson	26-03-2008	-
2	00066068	Mr. R. L. GAGGAR	Non-Executive - Independent Director	Member	31-10-2000	-
3	00004777	Mr. T. MUKHERJEE	Non-Executive - Independent Director	Member	04-06-2009	-
4	07002758	Mr. S.V. RAMANA RAO	Non-Executive - Nominee Director	Member	10-09-2014	-
5	00885567	Ms. VEENA HINGARH	Non-Executive - Independent Director	Member	26-03-2015	-

Nomination and remuneration committee

Sr	DIN	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation
1	00066068	Mr. R. L. GAGGAR	Non-Executive - Independent Director	Chairperson	05-05-2014	-
2	00374298	Mr. G. SWARUP	Non-Executive - Independent Director	Member	05-02-2015	-
3	00004777	Mr. T. MUKHERJEE	Non-Executive - Independent Director	Member	05-05-2014	-

Stakeholders Relationship Committee

Sr	DIN	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation
1	00066068	Mr. R. L. GAGGAR	Non-Executive - Independent Director	Chairperson	20-05-2014	-
2	00116654	Mr. SUMIT MAZUMDER	Executive Director	Member	20-05-2014	-
3	00374298	Mr. G. SWARUP	Non-Executive - Independent Director	Member	20-05-2014	-

Corporate Social Responsibility Committee

Sr	DIN	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation
1	00116654	Mr. SUMIT MAZUMDER	Executive Director	Chairperson	20-05-2014	-
2	00004777	Mr. T. MUKHERJEE	Non-Executive - Independent Director	Member	20-05-2014	-
3	00066068	Mr. R. L. GAGGAR	Non-Executive - Independent Director	Member	20-05-2014	-



III. Meeting of Board of Directors

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting
1	08-02-2019		Yes	7	4
2	22-05-2019	102	Yes	8	4

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors present	No. of Independent Directors attending the meeting
1	Audit Committee	08-02-2019		Yes	5	4
2	Audit Committee	22-05-2019	102	Yes	5	4
3	Nomination and remuneration committee	08-02-2019		Yes	3	3
4	Nomination and remuneration committee	30-03-2019	49	Yes	3	3
5	Nomination and remuneration committee	22-05-2019	52	Yes	3	3
6	Stakeholders Relationship Committee	30-03-2019		Yes	3	2
7	Corporate Social Responsibility Committee	30-03-2019		Yes	3	2



V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	-
2	Whether shareholder approval obtained for material RPT	NA	-
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	-

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
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	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015: Risk management committee (applicable to the top 100 listed entities)	NA
4	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
5	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.	Yes
6	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

TIL Limited

SEKHAR BHATTACHARJEE
COMPANY SECRETARY

PLACE : KOLKATA
DATE : 08.07.2019