

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

2nd May, 2020

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
BSE 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 / 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, 2020 (Annexure-I) and the financial year ended on 31st March, 2020 (Annexure-II) respectively for your kind perusal and record.

Kindly acknowledge the receipt.

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, 2020

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	Whether special resolution passed? [Refer Reg 17(1A) of Listing Regulations]	Date of passing special resolution	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	NA		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	YES	13-08-2019	14-05-1985	28-07-2019	-	60	5	5	9	2
3	Mr	G. SWARUP	PAN-AKTPS6727K DIN-00374298	Non-Executive - Independent Director	21-11-1956	NA		26-03-2008	28-07-2019	-	60	6	3	6	2
4	Mr	T. MUKHERJEE	PAN-AETPM7030H DIN-00004777	Non-Executive - Independent Director	13-10-1942	YES	27-03-2019	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	NA		10-09-2014	10-09-2014	-		1	0	1	0
6	Ms	VEENA HINGARH	PAN-AARPH3012Q DIN-00885567	Non-Executive - Independent Director	04-09-1970	NA		26-03-2015	26-03-2016	-	60	2	2	2	0
7	Mr	ALOKE BANERJEE	PAN-AEJPB553J DIN-00609491	Executive Director	01-12-1954	NA		01-01-2017	01-01-2017	13-01-2020		1	0	0	0
8	Mrs	MANJU MAZUMDER	PAN-AEOPM4573J DIN-00743164	Non-Executive - Non Independent Director	22-10-1948	NA		08-02-2019	13-08-2019	-		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	13-11-2019		Yes	8	4
2	13-02-2020	91	Yes	7	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	13-11-2019		Yes	5	4
2	Audit Committee	13-02-2020	91	Yes	5	4
3	Nomination and remuneration committee	13-02-2020		Yes	3	3

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

Annexure II

Compliance Report on Corporate Governance for the Year ended on 31st March, 2020

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.tilindia.in
2	Terms and conditions of appointment of independent directors	Yes		www.tilindia.in
3	Composition of various committees of board of directors	Yes		www.tilindia.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.tilindia.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.tilindia.in
6	Criteria of making payments to non-executive directors	Yes		www.tilindia.in
7	Policy on dealing with related party transactions	Yes		www.tilindia.in
8	Policy for determining 'material' subsidiaries	Yes		www.tilindia.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.tilindia.in
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.tilindia.in
11	email address for grievance redressal and other relevant details	Yes		www.tilindia.in
12	Financial results	Yes		www.tilindia.in
13	Shareholding pattern	Yes		www.tilindia.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.tilindia.in
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.tilindia.in
18	Credit rating or revision in credit rating obtained	Yes		www.tilindia.in
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.tilindia.in
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.tilindia.in
21	Materiality Policy as per Regulation 30	Yes		www.tilindia.in
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.tilindia.in
24	Disclosure of notes on website in terms of Listing Regulations explanatory			

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	No	shall be conducted within 30th June, 2020, as per the relaxation provided by SEBI
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	

27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	No	shall be conducted within 30th June, 2020, as per the relaxation provided by SEBI
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

TIL Limited

SEKHAR BHATTACHARJEE
COMPANY SECRETARY

Place:Kolkata

Date: 03-05-2020