

TIL Limited

CIN : L74999WB1974PLCO41725

Registered Office:

1, Taratolla Road, Garden Reach

Kolkata-700 024

Ph : 6633-2000, 6633-2845

Fax : 2469-3731/2143

Website: www.tilindia.in

23rd May, 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
BSE Ltd.,
P.J. Towers,
Dalal Street, Fort,
Mumbai 400001.

Stock Code: TIL

Scrip Code: 505196

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the financial year ended 31st March, 2019

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith the Annual Secretarial Compliance Report of TIL Limited, issued by M/s. T. Chatterjee & Associates, Practicing Company Secretaries, for the financial year ended 31st March, 2019.

Kindly take the same in your record.

Thanking you,

Yours faithfully,
For TIL LIMITED


SEKHAR BHATTACHARJEE
COMPANY SECRETARY

Encl: As above

SECRETARIAL COMPLIANCE REPORT OF

TIL LIMITED

For the financial year ended 31st March,2019

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements)
(Amendment) Regulations, 2018

To
The members
TIL Limited

We have examined:

- (a) all the documents and records made available to us and explanation provided by TIL Limited, having registered office at 1, Taratolla Road, Garden Reach, Kolkata- 700024, Listed on BSE Ltd. (Scrip Code- 50516), National Stock Exchange of India Ltd., (Stock Code-TIL) and The Calcutta Stock Exchange Ltd. (hereinafter referred as "the listed entity")
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March,2019 (herein after referred as the "Review Period") in respect of compliance with the provisions, to the extent applicable to the listed entity of:

- (i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (ii) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined to the extent applicable to the listed entity, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, we hereby report that, during the Review Period the listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.



We report that the listed entity has complied with the applicable clauses of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, with respect to **corporate governance provisions as specified in regulation 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (a) to (i) of sub-regulation (2) of regulation 46 and para A, B, C, D and E of Schedule V**

Based on the above examination, we hereby report that, during the Review Period:

- (a) The Listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder.
- (b) The Listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) During the period under review there was no action taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges.

We further report that based on the information received and records maintained there are adequate systems and processes in the listed entity with the size and operations of the listed entity to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Kolkata

Date: 17th May, 2019

For T.Chatterjee & Associates
FRN No. - P2007WB067100



Binita Pandey - Partner
Membership No: 41594
COP No. : 19730