

NOTICE

OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 48th Annual General Meeting ('AGM') of the Members of TIL LIMITED ('the Company') will be held on Tuesday, 26th September 2023 at 10.00 a.m. through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March 2023, together with the Reports of the Auditors thereon.
3. To appoint a Director in place of Mr. Sumit Mazumder (DIN 00116654), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to Messrs. D. Radhakrishnan & Co., Cost Accountants (Firm Registration No. 000018), appointed by the Board of Directors, on the recommendation of the Audit Committee, as the Cost Auditor of the Company, to conduct the audit of the cost records maintained by the Company for the financial year 2023-24, amounting to ₹ 120,000/- (Rupees One Lakh Twenty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses as approved by the Board of Directors of the Company be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('Act') and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations'), Mr. Shamik Dasgupta (DIN 01127296), whose appointment has been approved by the Board of Directors and who has submitted a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from 18th May 2023 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘Act’) and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘SEBI Listing Regulations’), Mr. Debasis Bhattacharya (DIN 00561865), whose appointment has been approved by the Board of Directors and who has submitted a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from 18th May 2023 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, consent of the Members be and is hereby accorded to Mrs. Manju Mazumder (DIN 00743164), Director of the Company, to continue to hold office of Non-Executive Director of the Company notwithstanding that Mrs. Manju Mazumder shall turn 75 years of age on 22nd October 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Kolkata
26th May 2023

By Order of the Board
Sekhar Bhattacharjee
Company Secretary

NOTES

1. The 48th Annual General Meeting (AGM) of the Company shall be convened through Video Conferencing (VC)/Other Audio Visual Means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013 ('Act') and the Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations'), read with the General Circular No. 10/2022 dated 28th December 2022 issued by the Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 ('said Circulars'). Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
2. Since this AGM will be held through VC/OAVM, without the physical presence of the Members at a Common Venue, (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip and Route Map are not annexed to this Notice.

However, in terms of the provisions of Section 113 of the Act, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC/OAVM on their behalf and participate thereat and cast votes by electronic means (details of which are provided separately in this Notice). Such Corporate Members are requested to refer the 'General Guidelines for Shareholders' provided under point no. 9 herein below, for more information.

3. The Explanatory Statement pursuant to Section 102 of the Act, relating to Item Nos. 4, 5, 6 and 7 of the Notice of the AGM is annexed hereto. Also, relevant details in respect of Director retiring by rotation and seeking re-appointment at the AGM in terms of Regulation 36(3) of the SEBI Listing Regulations, as amended from time to time and Clause 1.2.5 of Secretarial Standard-2 on General Meetings are also annexed to this Notice.
4. Members are requested to participate at the AGM through VC/OAVM by joining at least 15 minutes prior to the schedule time of meeting.
5. The Annual Report including the Notice of AGM of the Company inter alia indicating the process and manner of e-Voting is being sent only via email, to all the Shareholders whose email addresses are registered with the Company/Depository Participant(s) for communication purposes and also to all other persons so entitled.

For receiving all communication (including Annual Report, Notices, Circulars, etc.) from the Company electronically:

- a) Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register/update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at secretarial.department@tilindia.com or to the Company's Registrar & Share Transfer Agent, Messrs. C B Management Services (P) Limited at rta@cbmsl.com.
- b) Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants.

Members may note that the Notice and Annual Report 2022-23 will also be available on the website of the Company at www.tilindia.in. The same can also be accessed from the websites of the Stock Exchanges i.e., BSE Ltd. (BSE) at www.bseindia.com and National Stock Exchange of India Ltd. (NSE) at www.nseindia.com and also on the website of National Securities Depository Ltd. (NSDL) at www.evoting.nsdl.com.

6. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, as amended ('IEPF Rules'), all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall have to be transferred by the Company to the designated Demat account of the IEPF Authority within a period of 30 (thirty) days of such shares becoming due to be transferred to the IEPF Account.

Shareholders/Claimants whose shares and/or unclaimed dividend have been transferred to IEPF may claim the shares and/or apply for refund of dividend by making an application to the IEPF Authority in E-form IEPF-5 (available on <http://www.iepf.gov.in>) along with requisite fee as decided by the IEPF Authority from time to time. The Shareholders/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. Shareholders are, therefore, encouraged to verify their records and claim their dividends of all the earlier years, if not claimed.

Shareholders may note that no unclaimed/unpaid dividend is required to be transferred to Investor Education & Protection Fund ('IEPF') during the current financial year.

7. Members are requested to contact the Company's Registrar & Share Transfer Agent, Messrs. C B Management Services (P) Limited, P-22 Bondel Road, Kolkata - 700 019 [Phone No. (033) 4011 6700; e-mail address: rta@cbmsl.com] for reply to their queries/redressal of complaints, if any, or contact at the registered office of the Company [Phone No. (033) 6633 2000; e-mail address: secretarial.department@tilindia.com].
8. Statutory Registers and relevant documents referred to in the Notice and in the Explanatory Statement will be available for inspection through electronic mode upto the date of AGM. Accordingly, Shareholders may write to the Company at secretarial.department@tilindia.com in this regard by mentioning their names, folio numbers/demat account numbers, etc. with the caption "Request for Inspection" in the subject line of the e-mail.

9. Voting through electronic means:

In terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44(1) of the SEBI Listing Regulations and the said Circulars, the Company is pleased to provide the facility of "e-Voting" to its Members, to enable them to cast their votes on the resolutions proposed to be passed at the AGM, by electronic means.

The Company has engaged the services of NSDL, who will provide with the e-Voting facility of casting votes to the Members using remote e-Voting system from a place other than the venue of the AGM ('remote e-Voting') as well as e-Voting during the proceedings of the AGM ('e-Voting at the AGM').

Further, in accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed Tuesday, 19th September 2023 as the "cut-off" date to determine the eligibility to vote by remote e-Voting or e-Voting at the AGM. A Member whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e., Tuesday, 19th September 2023, shall be entitled to avail the facility of remote e-Voting or e-Voting at the AGM.

The Company has appointed Ms. Binita Pandey (Membership No. ACS 41594) or failing her, Ms. Sumana Mitra (Membership No. ACS 43291), of Messrs. T. Chatterjee & Associates, Practicing Company Secretaries (FRN P2007WB067100), as the Scrutinizer to scrutinize the remote e-Voting and e-Voting at the AGM in a fair and transparent manner and to give the Scrutinizer's Report to the Chairman.

The Instructions For Members For Remote E-Voting and Joining General Meeting are as Under:

The remote e-voting period commences on Friday, 22nd September 2023 at 9.00 a.m. (IST) and ends on Monday, 25th September 2023 at 5.00 p.m. (IST). During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 19th September 2023, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, they shall not be allowed to change it subsequently.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email address in their demat accounts in order to access e-Voting facility.

Login method for Individual Shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="464 1052 1431 1384">1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see the e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see the e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="464 1404 1431 1514">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. <li data-bbox="464 1535 1431 1891">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com either on a Personal Computer or on a mobile phone. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting features. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at the abovementioned websites.

Helpdesk for Individual Shareholders holding shares in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 125824 then user ID is 125824001***

5. Password details for Shareholders other than Individual Shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will prompt you to change your password.
 - c) How to retrieve your ‘initial password’?
 - i) If your email ID is registered with your demat account or with the company, your ‘initial password’ must have been communicated to you on your email ID. Trace the email sent from NSDL to you from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii) If your email ID is not registered, please follow steps mentioned below under the ‘process for those Shareholders whose email addresses are not registered with the Company/Depository Participants’.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your Vote Electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting are in active status.
2. Select “EVEN” of the company for which you wish to cast your vote during the remote e-Voting period or casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take a printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify it subsequently.

Process for those Shareholders whose e-mail addresses are not registered with the Company/Depository Participants for procuring User ID and Password and registration of e-mail addresses for e-Voting for the resolutions set out in this Notice of AGM:

1. In case shares are held in physical mode, please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self- attested scanned copy of AADHAR Card) by e-mail to secretarial.department@tilindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of AADHAR Card) to secretarial.department@tilindia.com. Individual Shareholders holding shares in demat mode are requested to refer to login method explained in Step 1(A) i.e., Login method for e-Voting and joining virtual meeting for individual Shareholders holding shares in demat mode.

3. Alternatively, Shareholders/Members may send e-mail requests to evoting@nsdl.co.in for obtaining User ID and Password by providing the above mentioned documents.
4. In terms of SEBI Circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, individual Shareholders holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The Instructions for Members for e-Voting on the day of the AGM are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/Shareholders, who will be present at the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting at the AGM.
3. Members/Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to e-vote at the AGM.
4. For any grievances connected with the facility for e-Voting on the day of the AGM, Shareholders may contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or call on 022 - 4886 7000 and 022 - 2499 7000.

General Guidelines for Shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at tchatterjeeassociates@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
2. Any person holding shares in physical form and non-individual Shareholders, who acquires shares of the Company and becomes Member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e., Tuesday, 14th September 2023, shall view the Notice of the 48th AGM on the Company's website, website of the Stock Exchanges i.e., BSE and NSE or on the website of NSDL.

Such person may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., Tuesday, 19th September 2023 may follow steps mentioned in this Notice of the AGM under Step 1 : "Access to NSDL e-Voting system"(Above).

3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct

password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in.

Other Information:

1. The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company held as on the cut-off date, which is Tuesday, 19th September 2023.
2. Every Client ID No./Folio No. will have one vote, irrespective of number of joint holders.
3. Any person, who acquires shares of the Company and becomes Shareholder of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e., Tuesday, 19th September 2023, shall view the Notice of the 48th AGM on the Company's website, website of the Stock Exchanges i.e., BSE and NSE or on the website of NSDL.

Such person may obtain the login ID and password by sending a request to evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-Voting, then he/she can cast his/her vote by using existing User ID and Password and by following the procedure as mentioned above or by e-Voting at the AGM. If you forget your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at 022 - 4886 7000 and 022 - 2499 7000.

4. A person, whose name is recorded in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to avail the facility of remote e-Voting or e-Voting at the AGM.
5. Any person who is not a Shareholder as on the cut-off date should treat this Notice for information only.
6. The Scrutinizer shall, after the conclusion of e-Voting at the AGM, first count the votes cast vide e-Voting at the AGM and thereafter shall, unblock the votes cast through remote e-Voting, in the presence of at least two witnesses not in the employment of the Company and shall submit a Consolidated Scrutinizer's Report on the total votes cast in favor of or against, not later than 48 (forty eight) hours of the conclusion of the AGM, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
7. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company, www.tilindia.in and on the website of NSDL, i.e., www.evoting.nsdl.com immediately after the same is declared. The Company shall simultaneously forward the results to BSE and NSE, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

10. Instructions for Members for Attending the AGM through VC/OAVM

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. As mentioned above, Shareholders can join the AGM through the VC/OAVM 15 minutes before the scheduled time of commencement of the meeting by following the necessary procedures mentioned in the Notice. Shareholders are encouraged to join the meeting through laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or tablets or through laptop via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number/folio number, e-mail address, mobile number at secretarial.department@tilindia.com latest by 5 p.m. (IST) on Wednesday, 20th September 2023.
6. Shareholders who would like to seek information with regard to any matter may send their questions in advance mentioning their name, demat account number/folio number, e-mail address, mobile number at secretarial.department@tilindia.com latest by 5.00 p.m. (IST) on Wednesday, 20th September 2023. The same will be replied by or on behalf of the Company suitably.
7. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting, but he/she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Shareholders who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000.
11. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Shareholders holding shares in dematerialized form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Shareholders holding shares in physical form should submit their PAN to the Company/Messrs. CB Management Services (P) Limited.
12. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nominations, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC, etc.), with necessary documentary evidence to their Depository Participants in case the shares are held by them in dematerialized form and to the Company/Messrs. C B Management Services (P) Limited in case the shares are held by them in physical form.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013 ('Act') the following Explanatory Statement sets out all material facts relating to the Special Business set out from Item No. 4 to Item No.7 of the accompanying Notice dated 26th May 2023.

ITEM NO. 4

The Board of Directors of the Company at its meeting held on 26th May 2023, on the recommendation of the Audit Committee, has appointed Messrs. D. Radhakrishnan & Co. (Firm Registration No. 000018) as the Cost Auditors of the Company for the financial year 2023-24, to conduct the audit of the cost records of the products manufactured by the Company at a remuneration of ₹ 120,000/- (Rupees One Lakh Twenty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses.

In terms of the provisions of Section 148 of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to the Cost Auditors is required to be ratified by the Members at the Annual General Meeting of the Company.

Accordingly, consent of the Members is sought for passing an ordinary resolution as set out in Item No. 4 of the Notice of this AGM for ratification of the aforesaid remuneration payable to the Cost Auditors for the financial year 2023-24. The Board recommends passing of the ordinary resolution in the interest of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 5

Mr. Shamik Dasgupta (DIN 01127296) is an accomplished professional with around three decades of rich experience in Corporate Governance and Compliance Management, Policy Formulation and Implementation and Financial Management & Consultancy. He has done Masters in Commerce and is also a qualified Company Secretary. He has worked with the Calcutta Stock Exchange Ltd. and also with the National Stock Exchange of India Ltd. in senior positions. Presently he is engaged as a Practicing Company Secretary. He is also a SEBI empaneled Arbitrator of NSE, BSE, MCX, NCDEX, CDSL, NSDL and an Arbitrator of the Kolkata Port Trust. Presently he is also on the Board of Simplex Infrastructure Limited, a Company listed with NSE and BSE as a Non-Executive Director.

Mr. Dasgupta also possess the requisite qualification prescribed under Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014 for being appointed as an Independent Director of listed entities.

The Board of Directors ('Board') of the Company at its meeting held on 18th May 2023 has approved the appointment of Mr. Shamik Dasgupta as an Independent Director of the Company for a period of five consecutive years with effect from 18th May 2023 and during this term his period of office as an Independent Director shall not be liable to retirement by rotation. His appointment is subject to approval of the Shareholders.

Mr. Dasgupta has also been appointed as a Member of the Audit Committee of the Company. Mr. Dasgupta does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Mr. Dasgupta has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The Board considers that Mr. Dasgupta's association would be of immense benefit to the Company and it is desirable to avail services of Mr. Bhattacharyya as an Independent Director.

The Board is also of the opinion that Mr. Dasgupta fulfils the criteria of independence specified under Section 149(6) of the Act and also the requirements of Regulation 16(1)(b) of SEBI Listing Regulations, for the purpose of his appointment as an Independent Director of the Company.

The proposed business as set out in Item No. 5 of this Notice is intended to seek your approval. The Board recommends passing of the Special Resolution in the interest of the Company.

Except Mr. Dasgupta, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 6

Mr. Debasis Bhattacharya (DIN 00561865) is a qualified Chartered Accountant with rich and varied experience in the financial domain. He has worked with a German Multinational Company for more than a decade and was responsible for the entire finance and commercial activities of the Company. Besides this, he is also a resource person of examination for the Institute of Chartered Accountants of India since 2006. Presently, he is engaged as a Senior Partner in the Audit Firm, Messrs. S.K. Mallick & Co., Chartered Accountants. He has rich experience in Bank Audits including State Bank of India and PSU Audits like BSNL, Assam Gas Ltd., Jute Corporation, Bengal Chemical, Indian Statistical Institute, etc.

Mr. Bhattacharya also possess the requisite qualification prescribed under Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014 for being appointed as an Independent Director of listed entities.

The Board of Directors ('Board') of the Company at its meeting held on 18th May 2023 has recommended the appointment of Mr. Debasis Bhattacharya as an Independent Director of the Company for a period of five consecutive years with effect from 18th May 2023 and during this term his period of office as an Independent Director shall not be liable to retirement by rotation. His appointment is subject to approval of the Shareholders.

Mr. Bhattacharya has also been appointed as a Member of the Audit Committee of the Company. Mr. Bhattacharya does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Mr. Bhattacharya has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The Board considers that Mr. Bhattacharya's association would be of immense benefit to the Company and it is desirable to avail services of Mr. Bhattacharya as an Independent Director. The Board is also of the opinion that Mr. Bhattacharya fulfils the criteria of independence specified under Section 149(6) of the Act and also the requirements of Regulation 16(1)(b) of SEBI Listing Regulations, for the purpose of his appointment as an Independent Director of the Company.

The proposed business as set out in Item No. 6 of this Notice is intended to seek your approval. The Board recommends passing of the Special Resolution in the interest of the Company.

Except Mr. Bhattacharya, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 7

Mrs. Manju Mazumder (DIN 00743164), Non-Executive Director was appointed on the Board of the Company as an Additional Director on 8th February 2019 and her appointment as a Non-Executive Director was approved by the Shareholders at the Annual General Meeting held on 13th August 2019 in compliance with Section 149 of the Companies Act, 2013.

Mrs. Manju Mazumder is currently a Member of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and the Chairperson of the CSR Committee.

In terms of Regulation 17(1A) of the SEBI Listing Regulations no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect.

Mrs. Manju Mazumder shall turn 75 years of age on 22nd October 2023 and as per the requirement of Regulation 17(1A) of SEBI Listing Regulations a Special Resolution needs to be passed seeking approval of the Shareholders for continuation of her Directorship in the Company.

The Board is of the opinion that the continued valuable contribution of Mrs. Mazumder would be beneficial for the Company. She possesses the requisite expertise as a Non-Executive Director and her opinion and experience have been beneficial to the Company in the past.

The proposed business as set out in Item No. 7 of this Notice is intended to seek your approval. The Board recommends passing of the Special Resolution in the interest of the Company.

Except Mrs. Manju Mazumder, being an appointee and Mr. Sumit Mazumder, being a relative, none of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Kolkata
26th May 2023

By Order of the Board
Sekhar Bhattacharjee
Company Secretary

ANNEXURE

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with regard to the Directors seeking appointment/re-appointment at the 48th Annual General Meeting (Refer Item No. 3, 5, 6 and 7 of the Notice)

Name of Director	Mr. Sumit Mazumder*	Mr. Shamik Dasgupta	Mr. Debasis Bhattacharya	Mr. Manju Mazumder
Item No. of the Notice	3	5	6	7
DIN	00116654	01127296	00561865	00743164
Brief Resume and nature of expertise in specific functional area	Mr. Sumit Mazumder is an M.B.A from Sam Houston State University, Texas. He has wide experience in overall management of business including all functional areas such as Sales, Marketing and Corporate Management.	Mr. Shamik Dasgupta is an accomplished professional with around three decades of rich experience in Corporate Governance and Compliance Management, Policy Formulation and Implementation and Financial Management & Consultancy. He has done Master in Commerce and is also a qualified Company Secretary. He has worked with the Calcutta Stock Exchange Ltd. and also with the National Stock Exchange of India Ltd. in senior positions. Presently he is engaged as a Practicing Company Secretary. He is also a SEBI empaneled Arbitrator of NSE, BSE, MCX, NCDEX, CDSL, NSDL and an Arbitrator of the Kolkata Port Trust. Mr. Dasgupta also a Member of the Audit Committee of the Company.	Mr. Debasis Bhattacharya is a qualified Chartered Accountant with rich and varied experience in the financial field. He has worked in a German Multinational Company for more than a decade and was responsible for the entire finance and commercial activities of the Company. Besides this, he is also a resource person of examination for the Institute of Chartered Accountants of India since 2006. Presently, he is engaged as a Senior Partner in the Audit Firm, Messrs. S.K. Mallick & Co., Chartered Accountants. He has rich experience in Bank Audits including State Bank of India and PSU Audits like BSNL, Assam Gas Ltd., Jute Corporation, Bengal Chemical, Indian Statistical Institute, etc. Mr. Bhattacharya is also a Member of Audit Committee of the Company.	Mrs. Manju Mazumder has done her Graduation in Arts from Calcutta University. She is presently on the Board of several other Companies. Mrs. Mazumder is also a Member of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and the Chairperson of the Corporate Social Responsibility Committee of the Company.
Date of first appointment on the Board	01-06-1994	18-05-2023	18-05-2023	08-02-2019
Shares held in the Company	7,67,447	NIL	NIL	9200
Inter-se relationship with other Directors of the Company	Mrs. Manju Mazumder (Spouse)	None	None	Mr. Sumit Mazumder (Spouse)
Other Directorships in listed entities	NIL	Simplex Infrastructures Limited	NIL	NIL
Memberships/Chairmanships of Committees of other Companies, both listed and Unlisted (Includes only Audit Committee and Stakeholders Relationship Committee)	NIL	NIL	NIL	NIL

* Mr. Sumit Mazumder retires by rotation and being eligible offers himself for re-appointment.



TIL Limited

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