

**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

16<sup>th</sup> October, 2023

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 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 second quarter and half year ended on 30<sup>th</sup> September, 2023 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 Second Quarter Ended 30th September, 2023

## 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 the Director is disqualified	Current Status	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 24(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-ABOPM4572K DIN-00116654	Chairperson/ Executive Director/ MD	11-02-1948	NO	Active	NA		01-06-1994	01/06/2020	-		1	0	1	0
2	Mrs.	MANJU MAZUMDER	PAN-AEOPN4573J DIN-00743164	Non-Executive - Non Independent Director	22/10/1948	NO	Active	YES	26/09/2023	08/02/2019	13/08/2019			1	0	2	0
3	Mr	SUBIR KUMAR BHATTACHARYA	PAN-ADSPB8805H DIN-09711826	Non-Executive - Independent Director	02/09/1944	NO	Active	YES	21/12/2022	13/09/2022	13/09/2022		60	1	1	2	2
4	Mr	TULSI DAS BANERJEE	PAN-ABKP84117E DIN-03573211	Non-Executive - Independent Director	03/11/1955	NO	Active	NA		13/09/2022	13/09/2022		60	1	1	1	0
5	Mr	SHAMIK DASGUPTA	PAN-ACPPD0446G DIN-01127296	Non-Executive - Independent Director	07/08/1965	NO	Active	NA		18/05/2023	18/05/2023		60	2	2	1	0
6	Mr	DEBASISH BHATTACHARYA	PAN-AEBPB7330K DIN-00561865	Non-Executive - Independent Director	11/11/1963	NO	Active	NA		18/05/2023	18/05/2023		60	1	1	1	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	09711826	MR. SUBIR BHATTACHARYA	Non-Executive - Independent Director	Chairperson	13/09/2022	-
2	03573211	MR. TULSI DAS BANERJEE	Non-Executive - Independent Director	Member	13/09/2022	-
3	00743164	MRS. MANJU MAZUMDER	Non-Executive - Non Independent Director	Member	10/02/2022	-
4	01127296	MR. SHAMIK DASGUPTA	Non-Executive - Non Independent Director	Member	18/05/2023	-
5	00561865	MR. DEBASISH BHATTACHARYA	Non-Executive - Non Independent Director	Member	18/05/2023	-

### 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	03573211	MR. TULSI DAS BANERJEE	Non-Executive - Independent Director	Chairperson	13/09/2022	-
2	09711826	MR. SUBIR BHATTACHARYA	Non-Executive - Independent Director	Member	13/09/2022	-
3	00743164	MRS. MANJU MAZUMDER	Non-Executive - Non Independent Director	Member	10/02/2022	-

### Stakeholders Relationship Committee

Sr	DIN	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation
1	09711826	MR. SUBIR BHATTACHARYA	Non-Executive - Independent Director	Chairperson	13/09/2022	-
2	00116654	MR. SUMIT MAZUMDER	Executive Director	Member	20/05/2014	-
3	00743164	MRS. MANJU MAZUMDER	Non-Executive - Non Independent Director	Member	10/02/2022	-

### 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	00743164	MRS. MANJU MAZUMDER	Non-Executive - Non Independent Director	Chairperson	10/02/2022	-
2	00116654	MR. SUMIT MAZUMDER	Executive Director	Member	20-05-2014	-
3	09711826	MR. SUBIR BHATTACHARYA	Non-Executive - Independent Director	Member	13/09/2022	-





### 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)	Total No. of Directors as on the date of meeting	Number of Directors present (All directors including Independent Directors)	No. of Independent Directors attending the meeting
1	18/05/2023		Yes	6	6	4
2	26/05/2023	7	Yes	6	6	4
3	15/07/2023	49	Yes	6	6	4
4	14/08/2023	29	Yes	6	5	3

### 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)	Total No. of Directors in committee as on the date of meeting	Total Number of Directors present (All directors including Independent Directors)	No. of Independent Directors attending the meeting	No. of members attending the meeting (other than Board of Directors)
1	Nomination & Remuneration Committee	18/05/2023		Yes	3	3	2	0
2	Audit Committee	26/05/2023		Yes	5	5	4	0
3	Audit Committee	14/08/2023	79	Yes	5	4	3	0





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



## Compliance Report on Corporate Governance for the Half Year ended on 30th September, 2023

Affirmations			
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
			If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
5	Disclosure of Secretarial Audit Report of the Listed Entity and the material subsidiaries in the Annual Report	24A(1)	Yes
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes



Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Date of the event	Brief details of the event	

