

TIL Limited

Registered Office:

1, Taratolla Road, Garden Reach

Kolkata-700 024

Ph : 6633-2000, 6633-2845

Fax : 2469-3731/2143

Website : www.tilindia.in

July 30, 2014

The Secretary,
The Calcutta Stock Exchange Assn. Ltd.,
7, Lyons Range,
Kolkata 700001.

Dear Sir,

Sub: Proceedings of the 39th Annual General Meeting of TIL Limited

Pursuant to the Clause 31(d) of the Listing Agreement with the Stock Exchanges, we wish to inform you that the members of TIL Ltd ('the Company') at the 39th Annual General Meeting of the Company held on Monday, the 28th July, 2014 at the Registered Office of the Company at 1, Taratolla Road, Garden Reach, Kolkata 700 024 have duly approved all the items as specified in the Notice dated 20th May, 2014 convening the said meeting.

The following Business were transacted at the said Meeting:

- 1) Audited Balance Sheet as at March 31, 2014 and the Profit & Loss Account for the year ended on that date together with the Schedules and the Reports of the Directors and the Auditors of the Company thereon were received, considered and adopted unanimously by the Members.
- 2) Dividend at the rate of Rs. 1.50/- each on Equity Shares (Face Value of Rs. 10/- each) for the Financial Year 2013-14 was declared to be paid to those shareholders, whose names would appear on the Register of Members of the Company as on the date of Book Closure and the said item was passed by the members with requisite majority.
- 3) Dr. T. Mukherjee (DIN 00004777), Director of the Company, retiring by rotation at the Annual General Meeting was re-appointed as a Director of the Company by the Members unanimously.
- 4) Messrs. Deloitte Haskins & Sells, Chartered Accountants, Kolkata were appointed as the Auditors of the Company from the conclusion of 39th Annual General Meeting until the conclusion of 41st Annual General Meeting. The resolution was passed by the Members unanimously.
- 5) Mr. U.V. Rao (DIN 00012490), Director of the Company was appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 28th July, 2014. The resolution was passed by the Members unanimously.
- 6) Mr. R.L. Gaggar (DIN 00322904), Director of the Company was appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 28th July, 2014. The resolution was passed by the Members unanimously.

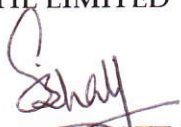


- 7) Mr. G. Swarup (DIN 00374298), Director of the Company was appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 28th July, 2014. The resolution was passed by the Members unanimously.
- 8) Mr. S. Mazumder (DIN 00116654) Vice Chairman & Managing Director was appointed as the Chairman & Managing Director of the Company for a period of five years with effect from 1st June, 2014. The Special Resolution was passed by the Members unanimously.
- 9) Approval of the Shareholder was obtained for ratification of borrowing power under Section 180(1)(c) of the Companies Act, 2013 for borrowing money upto ₹ 4000 million over and above the aggregate of the paid up share capital and free reserves of the Company. The Special Resolution was passed by the Members unanimously.

Please take the above on your records.

Thanking You,

Yours faithfully,
For TIL LIMITED


SEKHAR BHATTACHARJEE
COMPANY SECRETARY

CC : Bombay Stock Exchange Ltd.
P. J. Towers,
Dalal Street, Fort,
Mumbai 400001.

CC : National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block- G,
Bandra Kurla Complex, Bandra (E),
Mumbai 400 051.