

NOTICE

OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 41st Annual General Meeting of the Members of TIL LIMITED ('the Company') will be held on Friday, 22nd July 2016 at 10:00 Hours IST at the Registered Office of the Company at 1, Taratolla Road, Garden Reach, Kolkata- 700 024 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended on 31st March 2016 together with the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. S. Mazumder (DIN 00116654), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Deloitte Haskins & Sells (Firm Registration No. 302009E), Chartered Accountants, Kolkata as Statutory Auditors of the Company and fix their remuneration.
4. To fix remuneration of M/s. D. Radhakrishnan & Co. (Firm Registration No. 000018), Cost Auditors of the Company for the financial year 2016-17.

SPECIAL BUSINESS:

5. 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 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the said Act and in accordance with Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Ms. Veena Hingarh (DIN 00885567) be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for a term of five years commencing from 26th March 2016."
6. 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 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the said Act and in accordance with Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Dr. T. Mukherjee (DIN 00004777) be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of five years commencing from 1st April 2016."

Kolkata
27th May 2016

By Order of the Board
Sekhar Bhattacharjee
Company Secretary

NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 16th July 2016 to Friday, 22nd July 2016 (both days inclusive) for annual closing.
2. Explanatory Statement relating to the items of Special Business as required under Section 102 of the Companies Act, 2013, is annexed hereto.
3. Members are requested to produce the enclosed Attendance Slip duly signed as per the specimen signature recorded with the Company/Depository Participant for admission to the meeting hall.
4. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting.

5. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios are requested to write to the Company or its Registrar and Share Transfer Agent.
7. Pursuant to Section 205A(5) of the Companies Act, 1956 (as amended) any money transferred to the unpaid dividend account of the Company remaining unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred to Investor Education & Protection Fund (IEPF), constituted by the Central Government. So, you are advised to claim the same from the Company immediately. The due dates of transfer of the following dividend to the Fund are as under:

| Dividends for the year | Date of Declaration of dividend | Due date of transfer to the Fund |
|------------------------|---------------------------------|----------------------------------|
| 2008-2009 | 28.07.2009 | 3rd September 2016 |
| 2009-2010 | 29.07.2010 | 4th September 2017 |
| 2010-2011 | 26.07.2011 | 1st September 2018 |
| 2011-2012 | 31.07.2012 | 7th September 2019 |
| 2012-2013 | 30.07.2013 | 6th September 2020 |
| 2013-2014 | 28.07.2014 | 4th September 2021 |

The Company had, accordingly, transferred ₹ 260,348/- (Rupees Two Lakh Sixty Thousand Three Hundred and Forty Eight) being the unclaimed and unpaid dividend amount pertaining to Final Dividend, 2007 on 7th September 2015 to the Investor Education and Protection Fund.

8. Members are requested to quote their Folio Number/Client ID and DP ID in all correspondence and Members holding shares in physical form are requested to advise change of address, if any, to the Company or its Registrar and Share Transfer Agent. All intimation of change of address must state the PIN code for proper delivery.

9. Members are requested to immediately intimate their bank particulars giving the name of the bank, branch and type of account to the Company's Registrar and Share Transfer Agent, C. B. Management Services (P) Ltd., P-22, Bondel Road, Kolkata 700 019. It is extremely important for the interest of the Members to furnish bank particulars to avoid fraudulent transactions.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
11. Details under Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director(s) seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the Notice. The Director(s) have furnished the requisite declarations for their appointment/re-appointment.
12. Members are requested to bring their copies of the Annual Report at the Meeting.
13. Electronic copy of the Annual Report for FY 2015-16 is being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copy of the Annual Report for FY 2015-16 is being sent in the permitted mode.
14. Electronic copy of the Notice of the 41st Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copy of the Notice of the 41st Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
15. Members may also note that the Notice of the 41st Annual General Meeting and the Annual Report for FY 2015-16 will also be available on the Company's website www.tilindia.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (09:00 Hours IST to 18:00 Hours IST) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
- 17. Voting through electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the 41st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("e-Voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the Members attending the Meeting who have not cast their vote by e-Voting shall be able to exercise their right at the Meeting through ballot paper.

17. Voting through electronic means (Contd.)

- III. The Members who have cast their vote by e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The e-Voting period commences on 19th July 2016 (09:00 Hours IST) and ends on 21st July 2016 (17:00 Hours IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th July 2016, may cast their vote by e-Voting. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

V. The process and manner for remote e-Voting are as under

- (i) Shareholders can commence e-Voting as soon as they receive an e-mail from NSDL. In order to commence e-Voting the following guidelines may be followed:
 - (a) Open e-mail and open PDF file viz; "TIL e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-Voting. Please note that the password is an initial password.
 - (b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (c) Click on Shareholder - Login
 - (d) Put user ID and password as initial password/PIN noted in step (a) above. Click Login.
 - (e) Password change Menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (f) Home page of e-Voting opens. Click on e-Voting: Active Evoting Cycles.
 - (g) Select "EVEN" (Electronic Voting Event Number) of TIL Limited.
 - (h) Now you are ready for e-Voting as Cast Vote page opens.
 - (i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (j) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (k) Once you have voted on the Resolution(s), you will not be allowed to modify your vote.
 - (l) Corporates/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. who are authorized to vote to the Scrutinizer through e-mail to tchatterjeeassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
- (ii) In case a Shareholder receives physical copy of the Notice [for Shareholders whose email Ids are not registered with the Company/Depository participant(s) or requesting physical copy] and wish to undertake e-Voting:
 - (a) Initial password is provided at the bottom of the Attendance Slip for the AGM in the following format:

| | | |
|--------------------------------------|---------|--------------|
| EVEN (Electronic Voting Even Number) | USER ID | PASSWORD/PIN |
|--------------------------------------|---------|--------------|
 - (b) Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.

- VI. In case of any query, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - VII. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password/ PIN for casting your vote.
 - VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - IX. Shareholders may submit their queries/ grievances, etc. connected to e-Voting to Secretarial.Department@tilindia.com, mustafik@cbmsl.co and tchatterjeeassociates@gmail.com or contact Mr. Kuntal Mustafi, Manager, M/s. C B Management Services (P) Ltd., P-22, Bondel Road, Kolkata 700 019, Tel : (033) 4011 6700/6711/6718, Mobile No. : 9331089046.
 - X. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 15th July 2016.
 - XI. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. 15th July 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. 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" option available on www.evoting.nsdl.com.
 - XII. A Member may participate in the AGM even after exercising his right to vote through e-Voting but shall not be allowed to vote again at the AGM.
 - XIII. A person, 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 only shall be entitled to avail the facility of e-Voting as well as voting at the AGM through ballot paper.
 - XIV. Mr. T. Chatterjee, Practising Company Secretary (CP No. 6935) of M/s. T. Chatterjee & Associates has been appointed as the Scrutinizer to scrutinize the voting and e-Voting process in a fair and transparent manner.
 - XV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those Members who are present at the AGM but have not cast their votes by availing the e-Voting facility.
 - XVI. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the Meeting and thereafter unblock the votes cast through e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - XVII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.tilindia.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.
18. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.

19. INFORMATION REQUIRED TO BE FURNISHED UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The particulars of Director(s) proposed to be appointed/re-appointed are given below:

| | |
|--|---|
| Name | Mr. S. Mazumder |
| Age | 68 Years |
| Qualifications | M.B.A (Sam House State University, Texas) |
| Date of Last Appointment | 1st June 2014 |
| Expertise | Mr. S. Mazumder joined the Company in 1987 and was appointed as the Managing Director of the Company in July 1995. He became the Chairman & Managing Director of the Company with effect from June 2014. He is a Member of the Stakeholders Relationship Committee of the Board of Directors of the Company and is the Chairman of the Corporate Social Responsibility Committee of the Company. He is also the Chairman (Executive) of Tractors India Private Limited, a wholly owned subsidiary of the Company. Further, he is also a Director in Myanmar Tractors Ltd., Myanmar, TIL Overseas Pte. Ltd, Singapore, Tractors Nepal Pvt. Ltd., Nepal, The Coles Cranes Group Ltd., United Kingdom etc. Mr. Mazumder is a Director of The Bengal Club Ltd. He was appointed as the President of Confederation of Indian Industry (CII), New Delhi for the year 2015-16. |
| Chairman/ Director of other Companies | Chairman: Tractors India Pvt. Ltd. Director: Paharpur Cooling Towers Ltd. Director: West Bengal Industrial Development Corporation Ltd. Director: Ansuya Agencies Pvt. Ltd. Director: Subhmangal Tracom Pvt. Ltd. Director: Marbellous Trading Pvt. Ltd. Director: Salgurn Merchants Pvt. Ltd. Director: BP Commodities Pvt. Ltd. Director: The Bengal Club Ltd. Director: The Coles Cranes Group Ltd. Director: Myanmar Tractors Ltd. Director: Tractors Nepal Pvt. Ltd. Director: TIL Overseas Pte. Ltd. |
| Committee positions held in other Companies | 1. Tractors India Pvt. Ltd. (i) Corporate Social Responsibility Committee (Member) 2. Paharpur Cooling Towers Limited (i) Audit Committee (Member) (ii) Selection Committee (Member) (iii) Nomination and Remuneration Committee (Member) |

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

The Board of Directors at their meeting held on 8th February 2016, on recommendation of the Nomination and Remuneration Committee, re-appointed Ms. Veena Hingarh (DIN 00885567) as a Non-Executive Independent Director of the Company for a term of five years under Section 149 of the Companies Act, 2013 read with Schedule IV to the said Act and in accordance with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with effect from 26th March 2016. Her appointment is subject to approval of the Shareholders. Ms. Hingarh is also a Member of the Audit Committee of the Board of Directors of the Company.

She is also a Director in Tractors India Pvt. Ltd. and South-Asian Management Technologies Pvt. Ltd.

Ms. Hingarh is the Chairperson of the Audit Committee of Tractors India Pvt. Ltd. and is also a Member of the Nomination and Remuneration Committee of Tractors India Pvt. Ltd.

Ms. Hingarh does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

Ms. Hingarh has given a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Ms. Hingarh fulfills the conditions specified in the Companies Act, 2013 and Rules made there under and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her re-appointment as an Independent Director of the Company and is independent of the Management. Copy of the letter for appointment of Ms. Hingarh as a Non-Executive Independent Director is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. The same is also available on the website of the Company www.tilindia.in.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to avail services of Ms. Hingarh as an Independent Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Ms. Veena Hingarh as an Independent Director for a term of five years for the approval by the Shareholders of the Company.

Except Ms. Hingarh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ITEM NO. 6

The Board of Directors at their meeting held on 27th May 2016, on recommendation of the Nomination and Remuneration Committee, appointed Dr. T. Mukherjee (DIN 00004777) as a Non-Executive Independent Director of the Company for a term of five years under Section 149 of the Companies Act, 2013 read with Schedule IV to the said Act and in accordance with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with effect from 1st April 2016. His appointment is subject to approval of the Shareholders.

Dr. Mukherjee had joined the Board of the Company as a Non-Executive Independent Director in 2009. He had ceased to be an Independent Director w.e.f. 1st April 2014. However, Dr. T. Mukherjee has or had no pecuniary relationship with the Company, or its subsidiaries or their Promoters, or Directors, during the two immediately preceding financial years or during the current financial year and so has regained his independence.

He is currently associated with companies like West Bengal Industrial Development Corporation Ltd., Bharat Forge Ltd., IFB Industries Ltd., Rane (Madras) Ltd., Tata Advanced Materials Ltd. and Technoplus Consultants Private Limited. He is also on the Board of Tractors India Private Limited.

Dr. Mukherjee is also a Member of the Nomination & Remuneration Committee and Corporate Social Responsibility Committee of the Board of Directors of the Company.

Dr. Mukherjee does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Dr. Mukherjee has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

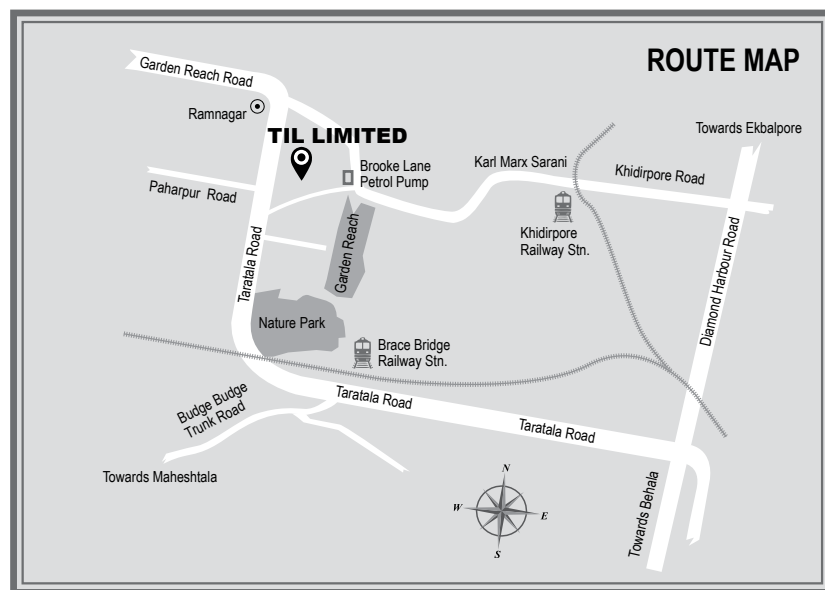
In the opinion of the Board, Dr. Mukherjee fulfills the conditions specified in the Companies Act, 2013 and Rules made there under and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the Management. Copy of the letter for appointment of Dr. Mukherjee as a Non-Executive Independent Director is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. The same is also available on the website of the Company www.tilindia.in.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to avail services of Dr. Mukherjee as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Dr. Mukherjee as an Independent Director for a term of five years for the approval by the Shareholders of the Company.

Except Dr. Mukherjee, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as a disclosure under Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kolkata
27th May 2016

By Order of the Board
Sekhar Bhattacharjee
Company Secretary



TIL LIMITED

CIN: L74999WB1974PLC041725

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Website: www.tilindia.in



TIL LIMITED
ANNUAL
REPORT
2015-16



Forward Looking Statement

In this Annual Report, the forward - looking information if any, is for enabling investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make, contain forward - looking statements that set out anticipated results based on the management's plans and assumptions. We have tried, wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward - looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccuracies in our assumptions. Should known or unknown risks or our uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected.

We undertake no obligation to publicly update any forward - looking statements, arising as a result of new information, future events or otherwise.

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