



Notice of Annual General Meeting

NOTICE is hereby given that the Thirty-sixth Annual General Meeting of the Members of TIL LIMITED will be held at 1, Taratolla Road, Garden Reach, Kolkata 700 024, on Tuesday the 26th July, 2011 at 10.00 a.m. to transact the following businesses:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2011 and the Profit & Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To consider declaration of dividend.
3. To appoint a Director in place of Mr. A. Mazumdar, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Dr. T. Mukherjee, who retires by rotation, and being eligible, offers himself for re-appointment.
5. To consider and if thought fit, to pass with or without modification the following Resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 224 and other applicable provisions of the Companies Act 1956, and considering the unwillingness of the retiring Auditors, Messrs. Price Waterhouse, for re-appointment as Auditors from the conclusion of this Annual General Meeting, Messrs. Deloitte Haskins & Sells, Chartered Accountants, Kolkata (Reg. no. 302009E), be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting; and the Board of Directors and/or its Audit committee, be and is hereby authorized to fix remuneration of the said Auditors which may be agreed upon between the Auditors and the Board of Directors and/ or its said Committee.”

By Order of the Board
TIL Limited

Registered Office:

1, Taratolla Road, Garden Reach
Kolkata 700 024
Date: 17th May, 2011.

Sekhar Bhattacharjee
Company Secretary

NOTES :-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON POLL, TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN FORTY EIGHT HOURS BEFORE THE MEETING.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, the 19th July, 2011 to Tuesday, the 26th July, 2011 (both days inclusive) for the purpose of payment of dividend.
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. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. 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 Share Transfer Agent. All intimation of change of Address must state the PIN code for proper delivery.
6. 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 encashment of dividend warrants.
7. The dividend, as recommended by the Board, if declared at the Annual General Meeting will be paid on or after 26th July, 2011 to those members whose names stand registered on the Company's Register of Members:-
 - a) as Beneficial Owners as at the close of business hours on 18th July, 2011 as per the list to be furnished by National Securities Depository Services Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in electronic form; and

- b) as Members in the Register of Members of the Company after giving effect to all the valid share transfers in physical form which are lodged with the Company before 19th July, 2011.
8. Consequent upon the introduction of Section 109A of the Companies Act, 1956, shareholders are entitled to make a nomination in respect of shares held by them in physical form. Shareholders desirous of making a nomination are requested to send their requests in Form No. 2B, in duplicate, to the Registrar & Share Transfer Agents. Blank forms can be obtained from the Registrar & Share Transfer Agents M/s. C. B. Management Services (P) Ltd., P-22, Bondel Road, Kolkata 700 019.
9. Members who have not yet encashed their Dividend Warrant(s) for the financial year ended 31st March, 2004 and onwards are requested to claim the amount from the Company forthwith and / or, before the transfer of said unclaimed amount to the Central Government and / or the Investor Education and Protection Fund in terms of Section 205A and other applicable provisions of the Companies Act, 1956.
10. Duly executed and stamped transfer deeds, along with the relative Share Certificates, should be submitted to the Company's Register & Share Transfer Agents before the closure of the Register of Members for the transfer of shares.
11. Shareholders desiring any information relating to the accounts are requested to write to the Company seven days in advance of the Meeting so as to enable the management to keep the information ready.
12. The information as required to be provided in terms of the Listing Agreement with the Stock Exchanges regarding the Directors who are proposed to be appointed / re-appointed is also annexed.
13. Members are requested to bring their copies of the Annual Report and Accounts at the Meeting.

By Order of the Board
TIL Limited

Registered Office:
1, Taratolla Road, Garden Reach
Kolkata 700 024
Date: 17th May, 2011.

Sekhar Bhattacharjee
Company Secretary

INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT

The particulars of Directors proposed to be appointed/re-appointed are given below:

Name	Mr. A. Mazumdar
Date of Birth	6th November, 1934
Qualifications	B.Sc. Engg. (USA)
Date of last appointment	28th July 2009
Experience	Mr. A. Mazumdar is the executive Chairman of TIL Limited. He has more than 50 years experience in Engineering Industry. He is the Chairman of Myanmar Tractors Ltd., Myanmar and TIL Overseas Pte Ltd., Singapore. He is also a member of the Indian Institute of Management, Calcutta and also a member of Court of Governors of Administrative Staff College of India, past President of ASSOCHAM, Bengal Chamber of Commerce & Industry and Bengal Club.
Chairman / Director of other Companies	Chairman : Myanmar Tractors Ltd., Myanmar Chairman: TIL Overseas Pte. Ltd., Singapore Director : Nachiketa Investments Co. (P) Ltd. Director : Salgurn Merchants Pvt. Ltd.
Committee positions held in other Companies	Nil

Name	Dr. T. Mukherjee
Date of Birth	13th October, 1942
Qualifications	D Met (Sheffield), FR Eng, FNAE
Date of last appointment	28th July 2009
Experience	<p>Dr. T. Mukherjee joined Tata Steel as a Research and Development Engineer and later rose to occupy key positions such as Executive Director on the Board of Tata Steel in 2000 and became Dy. Managing Director (Steel) in 2001.</p> <p>He was also a Director of Tata Chemicals for 8 years, i.e., upto 31.03.09. Dr T. Mukherjee was a visiting lecturer at the University of Sheffield in 1980 and '81, when he was a Member of the Faculty in the Post-Graduate course on Iron Making and Steel Making.</p> <p>He received the Bessemer Gold Medal, was elected a Fellow of the Royal Academy of Engineering and was conferred an honorary degree of Doctor of Metallurgy by the University of Sheffield. He served a three year term, between 2005 and 2007, as the Chairman of the Technology Committee of the International Iron and Steel Institute.</p> <p>Dr. Mukherjee has been closely associated with the acquisitions of Natsteel Asia, Singapore, Millennium Steel, Thailand and finally Corus. He held the position of Group Director (Technology and Integration), responsible for all research, technology and performance improvement functions, internationally, across the Tata Steel Group, till his retirement on 31.03.09. Dr. T. Mukherjee was the Chairman of Tata Metaliks, Jamipol, Metal Junction, Hooghly Metacoke and Power Ltd., Sila Eastern Thailand, Board Member of Tata Yodogawa, Tata Refractories, Tata Timken and many other companies.</p>
Chairman / Director of other Companies	<p>Director : West Bengal Industrial Development Corporation Limited</p> <p>Director : Bharat Forge Limited</p> <p>Director : Nicco Corporation Limited</p> <p>Director : Rane (Madras) Limited</p>
Committee positions held in other Companies	Nil

