

TM International Logistics Limited

Regd. Office: Tata Centre, 14th floor
43, Jawaharlal Nehru Road, Kolkata – 700 071.
Phone No: 033 22887051; **Fax No:** 022 22886342
CIN: U63090WB2002PLC094134 **Website:** www.tmilltd.com

NOTICE

Notice is hereby given that the thirteenth Annual General Meeting of the Members of TM International Logistics Ltd. will be held at the Registered Office of the Company at Tata Centre, 43, Jawaharlal Nehru Road, Kolkata – 700 071, on Wednesday, 22nd day of July, 2015 at 2.00 PM, to transact the following business:-

ORDINARY BUSINESS

1. a) To receive, consider and adopt the Standalone Financial Statements of the Company for the financial year ended 31st March, 2015, including audited Balance Sheet as at that date and the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
b) To receive, consider and adopt the Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015, including audited Balance Sheet as at that date and the Statement of Profit & Loss for the year ended on that date and the Auditors thereon.
2. To declare dividend for the financial year ended 31st March, 2015.
3. To elect Directors in place of those retiring by rotation:
 - a) To appoint a Director in place of Mr. Kazuo Ogasawara (holding DIN 02832897), who retires by rotation and being eligible offers himself for re-appointment.
 - b) To appoint a Director in place of Mr. Peeyush Gupta (holding DIN 02840511), who retires by rotation and being eligible offers himself for re-appointment.
4. To re-appoint the Auditors and to authorise the Board to fix their remuneration.

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:-

“Resolved that M/s. Deloitte, Haskins and Sells, Chartered Accountants, having Firm Registration Number 302009E, be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this meeting upto the conclusion of the next Annual General Meeting of the Company at a remuneration to be mutually decided.”

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:



"Resolved that Mr. Jayanta Chakraborty (holding DIN 03439727) who was appointed as a Director in Casual Vacancy of the Company by the Board of Directors with effect from 7th February, 2015, in terms of section 161(4) of the Companies Act, 2013 and Article No. 100 of the Articles of Association of the Company, and whose term of office expires at the Annual General Meeting of the Company and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Director as per section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company liable to retire by rotation in terms of Article No. 95 of the Articles of Association of the Company."

6. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

"Resolved that Mr. Shinichi Yanagisawa (holding DIN 06912296) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 23rd July, 2014, in terms of Section 161(1) of the Companies Act, 2013 and Article No. 99 of the Articles of Association of the Company, and whose term of office expires at the Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director as per Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company liable to retire by rotation in terms of Article No. 95 of the Articles of Association of the Company."

7. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

"Resolved that a Supplemental Agreement dated 28th October, 2014 (to the main agreement dated 26th December, 2013) entered by and between Mr. R. N. Murthy and TM International Logistics Limited, thereby including a clause of his appointment as the Managing Director in TM Harbour Services Private Limited, all other terms & conditions remaining unchanged, as approved by the Board of Directors on the same day, be and is hereby approved for execution."

8. To consider and, if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

"Resolved that pursuant to the provisions of Section 197 read with Section 198 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, be paid to and distributed amongst the Non-Executive Directors of the Company in such amounts or proportions and in such manner as may be decided and directed by the Board of Directors and in such manner as the Board may determine, out of the profits of the Company for the financial year ended 31st March, 2015."

By order of the Board
For TM International Logistics Ltd.

Place: Kolkata

Date: 15th June, 2015


Sd/

Jyoti Purohit

Company Secretary



NOTE:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of the business under item nos. 5 to 8 mentioned above is annexed hereto.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

For Item No. 5

Mr. Jayanta Chakraborty is a Non-Executive Director of the Company. He joined the Board of Directors of the Company in February, 2015.

Mr. Chakraborty is a Chartered Accountant by profession. He started his career in Tata Steel in the year 1990 in the Accounts payable function at Jamshedpur.

Presently, he is the Chief Financial Controller (Financial Reporting & Corporate Taxation), Mr. Chakraborty leads the finance teams in FRC, Corporate Taxation, FAMD and Wires Profit Centres. He also leads the task force on migration of Tata Steel's Financial Reporting to Ind-AS (IFRS) and is a member of the task force on implementation of the new Companies Act, 2013 in Tata Steel Group.

The Board of Directors at their meeting held on 7th February, 2015 appointed Mr. Jayanta Chakraborty as a Director in casual vacancy in place of Mr. Santosh Kumar Mohapatra who resigned on 11th July, 2014.

Under Section 161(4) of the Companies Act, 2013 read with Article No. 100 of the Articles of Association of the Company, Mr. Chakraborty holds office only upto the date of this Annual General Meeting of the Company. A notice has been received from a member proposing Mr. Chakraborty as a candidate for the office of Director of the Company.

Mr. Chakraborty holds one share in the Company as a beneficiary of Tata Steel Limited.

The Board considers that the appointment of Mr. Chakraborty as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends his appointment as a Director of the Company whose period of office is liable to determination by retirement of directors by rotation.

Except Mr. Chakraborty, 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.



For Item No. 6

Mr. Shinichi Yanagisawa is a Non-Executive Director of the Company. He joined the Board of Directors of the Company in July, 2014.

Mr. Yanagisawa is an Economics graduate from the Economics Department of Keio-Gijyuku University. He started his career in Nippon Yusen Kabushiki Kaisha in the year 1991.

Presently, he is the Managing Director of NYK Bulkship (Asia) Pte Ltd.

The Board of Directors at their meeting held on 23rd July, 2014 appointed Mr. Shinichi Yanagisawa as an Additional Director.

Under Section 161(1) of the Companies Act, 2013 read with Article No. 99 of the Articles of Association of the Company, Mr. Yanagisawa holds office only upto the date of this Annual General Meeting of the Company. A notice has been received from a member proposing Mr. Yanagisawa as a candidate for the office of Director of the Company.

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

The Board considers that the appointment of Mr. Yanagisawa as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends his appointment as a Director of the Company whose period of office is liable to determination by retirement of directors by rotation.

Except Mr. Yanagisawa, 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.

For Item No. 7

Pursuant to the provisions of Section 203(1) of the Companies Act, 2013, read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, TM Harbour Services Private Limited (TMHSPL), a subsidiary of TMILL, was mandatorily required to appoint Managing Director.

Therefore, it was proposed to appoint Mr. R. N. Murthy, Managing Director, TMILL as Managing Director of TMHSPL.

For appointment of Mr. Murthy as Managing Director of TMHSPL, it was deemed necessary to amend the existing service agreement entered between Mr. Murthy and TMILL by executing a Supplemental Agreement.

Therefore the Board of Directors of TMILL at its meeting held on 28th October, 2014, approved the nomination and appointment of Mr. R. N. Murthy, as the Managing Director in TMHSPL and a supplement agreement to that effect was executed the same day with all other terms of the main agreement remaining unchanged, subject to shareholders' approval.

Except Mr. Murthy, 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.7.



For Item No. 8

The Non-Executive Directors of the Company devote considerable time and attention to the business of the Company. Considering the performance for the financial year ended 31st March, 2015, it is proposed that the Non-Executive Directors be paid remuneration by way of commission.

As per the provision of Section 197 of the Companies Act, 2013, a Company may pay commission to its Non-Executive Directors upto 1% of the net profits of the Company computed as per Section 198 of the Act. The exact amount to be paid as commission and its distribution among the Non-Executive Directors within the above ceiling is proposed to be left to the discretion of the Board.


The Non-Executive Directors of the Company may deemed to be concerned or interested in the proposed Special Resolution.

The Board recommends this Special resolution for your approval.

By order of the Board
For **TM International Logistics Ltd.**

Place: Kolkata

Date: 15th June, 2015



Jyoti Purohit
-Sd/-

Jyoti Purohit
Company Secretary

