

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 fourteenth 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, 27th day of July, 2016 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, 2016, 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, 2016, 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, 2016.
3. To elect Directors in place of those retiring by rotation:
 - (a) To appoint a Director in place of Mr. Guenther Hahn (holding DIN 00314970), who retires by rotation and being eligible offers himself for re-appointment.
 - (b) To appoint a Director in place of Mr. Sandipan Chakravorty (holding DIN 00053550), who retires by rotation and being eligible offers himself for re-appointment.
4. To re-appoint the Statutory Auditors of the Company.

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.”



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

- a) "Resolved that Mr. Koichi Uragami (holding DIN 07232493), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 22nd July, 2015, 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."
- b) "Resolved that Mr. Klaus Schmocker (holding DIN 07344535), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 24th November, 2015, 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."
- c) "Resolved that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Mani & Co., Cost Accountants be and are hereby appointed as Cost Auditors by the Board of Directors of the Company in their meeting held on 28th April, 2016, to conduct the audit of the cost records of the Company for the financial year 2016-17, at a remuneration, as may be mutually agreed upon."

6. 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, 2016."

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

Place: Kolkata

Date: 27th June, 2016




Iyoti 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 6 mentioned above is annexed hereto.

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

For Item No. 5 (a)

Mr. Koichi Uragami, is a Non-Executive Director of the Company. He joined the Board of Directors of the Company in July, 2015.

Mr. Uragami is a graduate from the law department of Keio -Gijyuku University. He started his career in Nippon Yusen Kabushiki Kaisha in the year 1984.

The Board of Directors at their meeting held on 22nd July, 2015 appointed Mr. Koichi Uragami as an Additional Director, being a Nominee of NYK Holding in place of Mr. K Ogasawara.

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

Mr. Uragami 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. Uragami 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. Uragami, 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 (a).



For Item No. 5 (b)

Mr. Klaus Schmocker is a Non-Executive Director of the Company. He joined the Board of Directors of the Company in November, 2015.

Mr. Schmöcker graduated at the nautical college as master mariner and is a certified engineer. Since 2005 he was as well appointed as president for the new acquisition of the HHLA-Group the Sea Container Terminal Odessa in the Ukraine (HPC Ukraina). From 1st of January 2008 he was parallel managing partner of HPC Hamburg Port Consulting GmbH.

In early 1980 he finished his four years studies of economics at Hamburg University with a M.A. graduation for Business Administration. In the same year, he changed from the Institute of Transport Science at the University of Hamburg to HPC Hamburg Port Consulting GmbH – a subsidiary of HHLA (The Hamburg Port and Logistic Corporation).

Since 2015, all terminal shares are held directly within the parent holding HHLA AG due to a restructuring process. Therefore, as president of the terminal in Odessa Mr. Schmöcker changed as director of the holding company HHLA AG.

The Board of Directors through a resolution passed by circulation dated 24th November, 2015, approved the appointment of Mr. Schmocker as an Additional Director being a Nominee of IQ Martrade Und Management GmbH in place of Mr. Christian Kuhn. The said appointment has also been ratified in the Board meeting held on 27th January 2016.

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

Mr. Schmocker 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. Schmocker 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. Schmocker, 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(b).



For Item No. 5 (c)

In pursuance of section 148 of the Companies Act, 2013, read with Companies (Cost Records & Audit) Amendment Rules 2014, the Companies falling under the following threshold are required to conduct Cost Audit for the financial year, where:

- Port services are regulated by Tariff Authority of Major Ports (TAMP); and
- The turnover for individual product/service is Rs. 35 crores, or more during the immediately preceding financial year.

TMILL falls under Rule 3 (B) 7 of the Companies (Cost Records & Audit) Amendment Rules 2014, since the scale of rates of Berth#12 are regulated by Tariff Authority of Major Ports (TAMP).

Further, the turnover of Berth #12 (standalone) has crossed Rs. 35 Crores in the financial year 2015-2016.

Thus, as per Rule 4(2) of the Companies (Cost Records & Audit) Amendment Rules 2014, TMILL falls under the prescribed threshold for which a cost auditor is required to be appointed within 180 days of the commencement of financial year (i.e. within 30th September, 2016) in order to conduct the Cost Audit for FY 2016-2017.

It may also be noted that Cost Audit was applicable to TMILL as per the erstwhile Companies Act, 1956 and the same was also conducted by Mani & Co., in 2012 & 2013.

Mani & Co., Cost Accountants, has been conducting the Cost Audit for various renowned Public & Private sector undertaking along with the Tata group Companies like, Tata Motors, Tata Metaliks, TS Alloys.

Board in its Meeting dated 28th April, 2016 has recommended the appointment of M/s. Mani & Co., Cost Accountants, firm having registration no. 000004, as the Cost Auditor for TMILL for the financial year 2016-17.

Further, the Company has received a letter from Mani & Co., dated 6th April, 2016, confirming the proposed appointment, if made, would be as per Section 141 & other applicable provisions of the Companies Act 2013.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

For Item No. 6

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, 2016, 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: 27th June, 2016




Jyoti Purohit
Company Secretary

Addendum to the Notice of the 14th Annual General Meeting of TM International Logistics Limited

Please note that as per the joint venture agreement, NYK Holdings Europe (BV) is entitled to appoint 2 directors on the Board of TMILL as its nominees.

In line with the same, the Company received a letter dated 12th May, 2016 from NYK Holdings Europe (BV) proposing the appointment of Mr. Shingo Mizoguchi as a Director on the Board of TMILL in place of Mr. Shinichi Yanagisawa who had resigned from the Board of TMILL with effect from closing hours of 28th April, 2016. Mr. Mizoguchi was thus appointed vide a resolution passed by circulation by the Board of Directors on 23rd May, 2016.

Under Section 161(1), of the Companies Act, 2013 read with Article No. 99 of the Articles of Association of the Company, Mr. Mizoguchi holds office only upto the date of this Annual General Meeting of the Company.

Further, a the notice for the proposal of his candidature has also been received from a member subsequent to the approval of the Notice of the forthcoming Annual General Meeting in the board meeting dated 28th April, 2016. Thus an addendum to the AGM notice is being attached for circulation with the said notice to the members in terms of Section 160 of the Companies Act, 2013 and the members are requested to consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

The resolution for appointment of Mr. Shingo Mizoguchi for the office of a Director will be taken up for consideration of the members in the AGM, as part of the Special Business of the AGM, in the form of an ordinary resolution, as set forth below.

Item No. 7- Appointment of Mr. Shingo Mizoguchi (DIN 07515878) as Non-Executive Director

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

“Resolved that Mr. Shingo Mizoguchi (holding DIN 07515878), who was appointed as an Additional Director of the Company by the Board of Directors vide circular resolution dated 23rd May, 2016, 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.”

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

Place: Kolkata

Date: 27th June, 2016



A handwritten signature in blue ink that reads "Jyoti Purohit".

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. 7 mentioned above is annexed hereto.

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

For Item No. 7

Mr. Shingo Mizoguchi, is a Non-Executive Director of the Company. He joined the Board of Directors of the Company on 23rd May, 2016.

Mr. Mizoguchi is a graduate from School of Political Science and Economics of Waseda University. He joined Nippon Yusen Kabushiki Kaisha in the April 2000 and was appointed as General Manager of NYK Bulkship (Asia) Pte. Ltd, in April, 2015.

The Board of Directors vide a resolution passed by circulation held on 23rd May, 2016 appointed Mr. Mizoguchi as an Additional Director, being a Nominee of NYK Holding in place of Mr. Shinichi Yanagisawa.

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

Mr. Mizoguchi 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. Mizoguchi 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. Mizoguchi, 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, of the addendum to the AGM notice approved by the Board in their meeting dated 28th April, 2016.

