

**TM Harbour Services Private Limited**  
**Regd. Office:** Tata Centre, 14<sup>th</sup> floor  
43, Jawaharlal Nehru Road, Kolkata – 700 071.  
**Phone No:** 033 6633 9108; **Fax No:** 033 2288 6342  
**CIN:** U61100WB2009FTC138168 **Website:** www.tmilltd.com

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### NOTICE

Notice is hereby given that the 6<sup>th</sup> Annual General Meeting of the Members of TM Harbour Services Private Limited will be held at the Registered Office of the Company at Tata Centre, 43, Jawaharlal Nehru Road, Kolkata – 700 071, on Monday, 13<sup>th</sup> day of July, 2015 at 12.30 pm to transact the following business:-

#### ORDINARY BUSINESS

1. To consider and adopt the Audited Financial statements of the Company for the year ended 31<sup>st</sup> March, 2015, the Balance Sheet as at that date and the Reports of the Board of Directors and the Auditors thereon.
2. To elect a Director in place of Mr. Amar Patnaik, who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint the Auditors and to authorise the Board to fix their remuneration.

#### SPECIAL BUSINESS

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

“Resolved that Mr. Sabyasachi Hajara (holding DIN 00004485), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 25<sup>th</sup> March, 2015, in terms of Section 161(1) of the Companies Act, 2013 and Article No. 103 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 an Independent Director of the Company to hold office for five consecutive years for a term upto 25<sup>th</sup> March, 2020 and who is not liable to retire by rotation in terms of Section 152(6) read with Section 149(13) of the Companies Act, 2013.”

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

“Resolved that Capt. Man Mohan Saggi (holding DIN 06862742), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 25<sup>th</sup> March, 2015, in terms of Section 161(1) of the Companies Act, 2013 and Article No. 103 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 an Independent Director of the Company to hold office for five consecutive years for a term upto 25<sup>th</sup> March, 2020 and who is not liable to retire by rotation in terms of Section 152(6) read with Section 149(13) of the Companies Act, 2013.”

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

“Resolved that Mr. R. N. Murthy (holding DIN 06770611), who was appointed by the Board of Directors as an Additional Director of the Company, with effect from 24<sup>th</sup> July, 2014 in terms of Section 161(1) of the Companies Act, 2013 and Article No. 103 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting of the Company, but who is eligible for re-appointment 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.”

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

“Resolved that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013, the Company be and hereby approves the appointment and terms of remuneration of Mr. R. N. Murthy (holding DIN 06770611), as the Managing Director of the Company for a period commencing from 24<sup>th</sup> July, 2014 till 30<sup>th</sup> November, 2016, upon the terms and conditions of appointment as set out in the Explanatory Statement annexed to the Notice convening this meeting, which terms be and are hereby specifically sanctioned with liberty to the Board of Directors (which term shall include any Committee thereof) to alter and / or vary the terms and conditions of the said re-appointment / agreement including remuneration so as not to exceed the overall limits specified therein.”

“Resolved further that the Board of Directors or a Committee thereof of the Company, be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

By order of the Board  
For **TM Harbour Services Private Ltd.**

Place: Kolkata  
Date: 19<sup>th</sup> June, 2015

Sd/-  
Swati Sheth  
Assistant Company Secretary

**NOTE:**

- 1. A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy/Proxies to attend and vote on a poll 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. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

- 2. STATEMENT OF MATERIAL FACTS PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS ARE ENCLOSED.**

**STATEMENT OF MATERIAL FACTS PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEMS OF SPECIAL BUSINESSES:**

**For Item No. 4**

Mr. Sabyasachi Hajara is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 25<sup>th</sup> March, 2015.

Mr. Hajara is a graduate from the Calcutta University and holds a degree of Post Graduate Diploma in Shipping and International Maritime Law and Marine Insurance from the Norwegian Shipping Academy along with PGDM from IIM, Calcutta.

Mr. Hajara started his career with the Shipping Corporation of India Ltd. (SCI) in 1973. Since then he worked in SCI at various key positions and accomplished a brilliant career of 39 years highlighted by truly outstanding achievements. Mr. Hajara retired in December, 2012 as the Chairman and Managing Director of SCI.

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

Mr. Hajara retires by rotation at this Annual General Meeting under the applicable provisions of the Companies Act, 2013. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Hajara being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 25<sup>th</sup> March, 2020. A notice has been received from a member proposing Mr. Hajara as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Hajara fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

A copy of the draft letter of appointment of Mr. Hajara as an Independent Director setting out the terms and conditions would be 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 Board considers that the appointment of Mr. Hajara would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Hajara as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Hajara as an Independent Director, for approval by the shareholders of the Company.

Except Mr. Hajara, 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. 4.

#### **For Item No. 5**

Capt. Man Mohan Saggi is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 25<sup>th</sup> March, 2015.

Capt. Saggi is a qualified MBA from International Center for Public Enterprises, Slovenia including of a thesis on “Quality Management in Public Services” and is also a Master (FG) issued by Indian Maritime Administration. He also holds an Extra Master certificate, which is the highest technical qualification, issued by Indian Maritime Administration.

Capt. M. M. Saggi has 40 years of experience in Maritime Sector, which includes 25 years in the Indian Maritime Administration and remaining as Master and Navigating Officer on Indian and Foreign Flag Merchant Ships.

He retired as Nautical Advisor to the Government of India and Additional Director General of Shipping (Technical) in November 2012. Nautical Advisor is the senior most Technical Officer in the Department of Shipping of Central Government. It is the highest position a Master Mariner can achieve in the Central Government which is equivalent to Additional Secretary with the Central Government.

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

Capt. Saggi retires by rotation at this Annual General Meeting under the applicable provisions of the Companies Act, 2013. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Capt. Saggi being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 25<sup>th</sup> March, 2020. A notice has been received from a member proposing Capt. Saggi as a candidate for the office of Director of the Company.

In the opinion of the Board, Capt. Saggi fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

A copy of the draft letter for appointment of Capt. Saggi as an Independent Director setting out the terms and conditions would be 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 Board considers that the appointment of Capt. Saggi would be of immense benefit to the Company and it is desirable to continue to avail services of Capt. Saggi as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Capt. Saggi as an Independent Director, for approval by the shareholders of the Company.

Except Capt. Saggi, 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 & 7**

The Board of Directors at their meeting held on 22<sup>nd</sup> July, 2014 had appointed Mr. R. N. Murthy as the Additional Director of the Company with effect from 24<sup>th</sup> July, 2014 and as the “Managing Director” of the Company for a period commencing from 24<sup>th</sup> July, 2014 till 30<sup>th</sup> November, 2016.

Mr. Murthy is a Metallurgical Engineer from IT – BHU. He joined Special Steels Ltd. (SSL), then a subsidiary of Tata Steel Ltd. in 1986 and gained experience in various production units. He worked in the International Trading Division of Tata Steel from 1992 to 2003. He was placed in Singapore from 2003 to 2006. In 2007, he was made the Chief Sales Manager in North and subsequently Chief of Marketing – OE business in January 2008. Later he was appointed as the Chief of Marketing & Sales – Flat Products Division, Tata Steel in September, 2011.

Mr. R. N. Murthy is currently serving as the Managing Director of TM International Logistics Ltd. (TMILL), the holding Company, since 1<sup>st</sup> December, 2013.

As per his terms of appointment, Mr. Murthy shall serve as the Managing Director of the Company as long as he continues to be the Managing Director of TMILL, the holding Company.

Mr. Murthy's position and designation shall be “Managing Director” of the Company. Mr. Murthy shall have substantial powers of management of the Company and shall carry out such duties as may be entrusted to him subject to the superintendence, control and direction of the Board and shall also perform such other duties and services as shall from time to time be entrusted to him by the Board. Mr. Murthy's appointment as Managing Director shall not be liable to retirement by rotation. Mr. Murthy would devote his substantial time and attention to the business of the Company and would undertake to the best of his skill and ability to use his utmost endeavours for promoting the interests and welfare of the Company and would confirm as well as comply with the directions and regulations of the Company and all such orders and directions as might arise and be given by the Board from time to time.

Mr. Murthy would not be entitled to draw any remuneration as long as he continues to be Managing Director of the Company.

Mr. Murthy as Managing Director shall not be entitled to sitting fees for attending meetings of the Board of Directors of the Company or any Committee or Committees thereof.

If at any time Mr. R. N Murthy ceases to be the Managing Director for any cause whatsoever, he would also cease to be a Director of the Company.

If at any time Mr. R. N Murthy ceases to be in the employment of TMILL, the ultimate holding company, for any cause whatsoever, he would also cease to be a Managing Director of the Company.

If any time Mr. R. N Murthy ceases to be a Director of the Company for any cause whatsoever, he would also cease to be the Managing Director as per the aforesaid terms and conditions and his appointment as the Managing Director shall forthwith terminate.

The above may please be considered as an abstract of the terms of the Agreement and Memorandum of Interest under section 190 of the Companies Act, 2013.

It may be pertinent to note that the terms of appointment of Mr. Murthy has been fixed and approved by the Board of Directors at their meeting held on 22<sup>nd</sup> July, 2014 effective from 24<sup>th</sup> July, 2014.

The appointment of Mr. R. N. Murthy as the Managing Director of the Company is appropriate and in the best interest of the Company.

Except Mr. R. N. 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. 6 & 7.

By order of the Board  
For **TM Harbour Services Private Ltd.**

Place: Kolkata  
Date: 19<sup>th</sup> June, 2015

Sd/-  
Swati Sheth  
Assistant Company Secretary