

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

NOTICE

Notice is hereby given that the 7th 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 Tuesday, 21st day of June, 2016 at 2.30 P.M. to transact the following business:-

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial statements of the Company for the year ended 31st March, 2016, 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 Capt. S. R. Patnaik, who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint the Statutory Auditors of the Company.

SPECIAL BUSINESS

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

“Resolved that Mr. Anurag Garg (holding DIN 07290452), who was appointed by the Board of Directors as a Director in Casual Vacancy of the Company, by the Board of Directors with effect from 19th October, 2015 in terms of Section 161(4) of the Companies Act, 2013 and Article No. 105 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.”

5. 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 any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), 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 Harbour Services Private Ltd.

Place: Kolkata
Date: 15th June, 2016

Swati Sheth
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 IS 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. Anurag Garg is a Non-Executive Director of the Company. He joined the Board of Directors of the Company on 19th October, 2015.

Mr. Garg has also been appointed in TMILL as the Vice President – Sales & Marketing & Business Development. Mr. Garg holds a Masters degree in Electrical Engineering from Louisiana State University & PGDBA from IIM K with 22 years of work experience. Prior to joining TMILL, Mr. Garg has worked with Kalpataru Power Transmission Ltd. (KPTL), where he was responsible for various initiatives related to SAP & SOP implementation and procuring R & D benefits. Before KPTL, Mr. Garg has been associated for more than 13 years in Adani Ports with experience in Ports & Logistics segment.

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

Under Section 161(4) of the Companies Act, 2013 read with Article No. 105 of the Articles of Association of the Company, Mr. Garg holds office only upto the date of this Annual General Meeting of the Company. A notice has been received from a member proposing Mr. Garg as a candidate for the office of Director of the Company.

The Board considers that the appointment of Mr. Garg 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. Garg, 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

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.

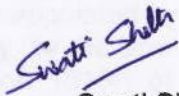
As per the provision of Section 197 of the Companies Act, 2013, a Company may pay commission to its Non-Executive Directors upto 1% of the net profits of the Company computed as per Section 198 of the Act. The exact amount to be paid as commission and its distribution among the Non-Executive Directors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

The Non-Executive Directors of the Company may be 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 Harbour Services Private Ltd.

Place: Kolkata
Date: 15th June, 2016


Swati Sheth
Assistant Company Secretary