

TKM Global Logistics Limited
Regd. Office: 'Tata Centre, 14th floor,
43 Jawaharlal Nehru Road, Kolkata – 700 071.
Phone No: 033 2288 7051; **Fax No:** 033 2288 6342
CIN: U51109WB1991PLC051941 **Website:** www.tkmglobal.com

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the Members of the Company will be held on Friday, 15th July, 2016 at 12.30 p.m. at Tata Centre, 14th Floor, 43, Jawaharlal Nehru Road, Kolkata – 700 071 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial 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 Directors in place of those retiring by rotation:

To appoint a Director in place of Mr. R. N. Murthy (holding DIN 06770611), 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, the following Resolution as an **Ordinary Resolution:**

“Resolved that Mr. Virendra Sinha (holding DIN 03113274), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 7th December 2015, in terms of Section 161(1) of the Companies Act, 2013 and Article No. 89 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 7th December, 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.”

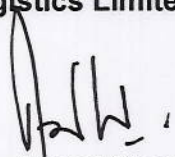


5. To consider and, if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

"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 **TKM Global Logistics Limited**

Place: Kolkata
Date: 10th June, 2016



Anand Chand
Director
DIN: 06879532

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 ITEM NO.4 and 5 OF SPECIAL BUSINESS:

For Item No. 4

Mr. Virendra Sinha is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in December, 2015.

Mr. Virendra Sinha is a qualified MBA from the University of Allahabad with over 20 years of work experience in leadership roles.

Mr. Sinha started his career with Balmer Lawrie (BL) where he was responsible for independently handling exports and leading operations of one of the start-up ventures of Balmer Lawrie. Thereafter, he moved to Global Tea & Communities Limited where he attained a deep insight into logistics and sustainable business models. Eventually, Mr. Sinha rejoined Balmer Lawrie in 2006 end. Later in 2008, he was appointed as the Executive Director (Logistics Infrastructure) and subsequently as the Chairman & Managing Director of Balmer Lawrie (effective from 1st January, 2012). Mr. Sinha is currently acting as a Non-Executive Director on the Board of Tollygunge Club Limited.

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

The Board of Directors held a meeting on 7th December, 2015 and appointed Mr. Virendra Sinha as a Non-Executive Independent Director of the Company.

Mr. Sinha 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. Sinha being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 7th December, 2020. A notice has been received from a member proposing Mr. Sinha as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Sinha 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. Sinha 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. Sinha would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Sinha as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sinha as an Independent Director, for approval by the shareholders of the Company.

Except Mr. Sinha, 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

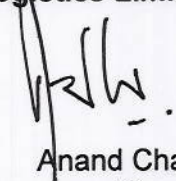
The Non-Executive Directors of the Company devote considerable time and attention to the business of the Company. Considering the performance for the financial year ended 31st March, 2016, it is proposed that the Non-Executive Directors be paid remuneration by way of commission.

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 TKM Global Logistics Limited



Anand Chand
Director
DIN: 06879532

Place: Kolkata
Date: 10th June, 2016