

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 24th Annual General Meeting of the Members of the Company will be held on Tuesday, 14th day of July, 2015 at 2.45 pm 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, 2015, 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. Anand Chand (holding DIN 06879532), 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. Soumya K. Acharya (holding DIN 00471171), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 17th March, 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 17th 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 Mr. Dipak Banerjee (holding DIN 00028123), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 17th March, 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 17th 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.”

By order of the Board
For **TKM Global Logistics Limited**

Place: Kolkata
Date: 19th June, 2015

Sd/-
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 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. Soumya K. Acharya is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in March, 2015.

Mr. Acharya is a Chemical Engineer from Jadavpur University and an alumnus of Templeton College, Oxford.

Mr. Acharya started his career with Indo-Burma Petroleum in Sales in 1972 and was a member of Oil Industry Working Group for retail petroleum industry in 1978 which initiated host of policy measures in the Petroleum Industry which is even in vogue today. Mr. Acharya then moved to head public relations and advertising in IBP-Balmer Group in 1982 where he was responsible for advertising and public relations in the entire group of companies and also for co-ordination with the Government, both ministry and parliament for the group. Thereafter, Mr. Acharya moved to United Kingdom to set up Balmer Lawrie's UK division for introducing own brand of tea and also to create a SPV for entering into container leasing activity. In 1994, Mr. Acharya moved back to the country and took over as the Managing Director and CEO of Indian Container Leasing Co. Ltd.(re-christened Transafe Services Ltd.). In mid-2002, Mr. Acharya launched its commercial operations as a joint venture with Venture Infotek, Bharat Petroleum Corporation Ltd. and his own Winex Trans. In

2008, other JV partners left and Mr. Acharya took the entire company with accumulated liabilities and deferred payments to the JV partners.

Mr. Acharya 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 17th March, 2015 and appointed Mr. Soumya K. Acharya as a Non-Executive Independent Director of the Company.

Mr. Acharya 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. Acharya being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 17th March, 2020. A notice has been received from a member proposing Mr. Acharya as a candidate for the office of Director of the Company.

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

Except Mr. Acharya, 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

Mr. Dipak Banerjee is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in March, 2015.

Mr. Banerjee is a graduate from the Calcutta University and is a Chartered Accountant by profession. He was initially associated with Unilever Group of Companies in India & UK. He has over 47 years of experience, particularly in the field of mergers, acquisitions, corporate restructuring and disposals, apart from financial and accounting area.

Mr. Banerjee 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 17th March, 2015 and appointed Mr. Dipak Banerjee as a Non-Executive Independent Director of the Company.

Mr. Banerjee 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. Banerjee being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for five consecutive years for a term upto 17th March, 2020. A notice has been received from a member proposing Mr. Banerjee as a candidate for the office of Director of the Company.

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

Except Mr. Banerjee, 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.

By order of the Board
For **TKM Global Logistics Limited**

Place: Kolkata
Date: 19th June, 2015

Sd/-
Anand Chand
Director
DIN: 06879532