

NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Members of the Company will be held on Saturday, 22nd July, 2017 at 2.30 p.m. (IST) 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, 2017, 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. Amar Patnaik (holding DIN 02730170), who retires by rotation and being eligible offers himself for re-appointment.

3. To appoint the Statutory Auditors of the Company:

“RESOLVED THAT pursuant to the provisions of Sec 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, including any amendment, modification or variation thereof, and pursuant to the recommendations of the Audit Committee and the Board of Directors, Price Waterhouse & Co Chartered Accountants LLP, Chartered Accountants having Firm Registration Number 304026E/E300009, be and are hereby appointed as the Auditors of the Company in place of the retiring auditors, Messrs Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Registration Number 302009E), for a period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 31st Annual General Meeting of the Company to be held in the year 2022, to examine and audit the accounts of the Company, at such remuneration as may be mutually agreed between the Board of Directors and the Auditors.”

“RESOLVED FURTHER THAT the appointment of Price Waterhouse & Co Chartered Accountants LLP, Chartered Accountants, as the Auditors of the Company shall be subject to ratification by the Members of the Company at every subsequent Annual General Meeting (as applicable under the Companies Act, 2013) held after this meeting.”

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. Ashish Kumar Gupta (DIN 07808012) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 21st June, 2017, 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 a Director of the Company liable to retire by rotation in terms of Article No. 85 of the Articles of Association of the Company.”

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

Place: Kolkata
Date: 30th June, 2017


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 OF SPECIAL BUSINESS:

For Item No. 4

Mr. Ashish Kumar Gupta joined the Board of the Company in June, 2017 as the Non-Executive Chairman. Mr. Gupta also holds the position of Managing Director in TM International Logistics Ltd. (TMILL), the holding company w.e.f., 1st July, 2017.

Mr. Gupta is a B. E. in Electrical from the University of Roorkee (1993) and have subsequently done a management course from XLRI, Jamshedpur in 1998. He joined Tata Steel Ltd. in 1993 as a Graduate Trainee and gained experience in various production units and other departments. He was transferred as Head Business Analysis FP in 2008 and later to Logistics System Department as Head (Logistics System). In 2011, Mr. Gupta was promoted as Chief - Customer Service Division of Tata Steel. Currently, he is designated as Chief – Customer Service Division & Logistics.

The Board of Directors has at their meeting held on 21st June, 2017 appointed Mr. Ashish Kumar Gupta as an Additional Director w.e.f., 21st June, 2017 and also Chairman of the Company effective from the same date.

Under Section 161(1) of the Companies Act, 2013 read with Article No. 89 of the Articles of Association of the Company, Mr. Gupta holds office only upto the date of this Annual General Meeting of the Company. A notice has been received from a member proposing Mr. Gupta as a candidate for the office of Director of the Company.

Mr. Gupta 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. Gupta 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. Gupta, being an appointee, none of the Directors and key managerial personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4 of the Notice.

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

Place: Kolkata
Date: 30th June, 2017



Anand Chand
Director
DIN: 06879532