

TM International Logistics Limited

Regd. Office: Tata Centre, 14th floor
43, Jawaharlal Nehru Road, Kolkata – 700 071.
CIN: U63090WB2002PLC094134 **Website:** www.tmilltd.com

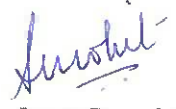
NOTICE OF POSTPONED ANNUAL GENERAL MEETING

Please note that the 20th Annual General Meeting of the Company, which was earlier scheduled on Monday, 25th July, 2022 at 2.00 p.m., is now being scheduled at the following date and time, to consider the business mentioned in the Notice dated 1st July, 2022, which had been sent to Members in connection with the Meeting originally scheduled (Refer Annexure).

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|-----------------------|--|
| Day & Date | Friday, 9 th September, 2022 |
| Time | 12:30 P.M. (IST) |
| Venue | Infinity IT Lagoon, Plot-E2-2/1, Block- EP&GP, Sector V, Saltlake, Kolkata-700091, 7 th floor |
| Digital | Audio Video call (Microsoft Teams) |

By order of the Board
For **TM International Logistics Ltd.**

Place: Kolkata
Date: 30.08.2022


Jyoti Purohit
Company Secretary

TM International Logistics Limited

Regd. Office: Tata Centre, 14th floor
43, Jawaharlal Nehru Road, Kolkata – 700 071.

CIN: U63090WB2002PLC094134 **Website:** www.tmilltd.com

NOTICE

Notice is hereby given that the Twentieth Annual General Meeting of the Members of TM International Logistics Ltd. will be held to transact the business as set out in this Notice.

Day & Date: Monday, 25th July, 2022

Time: 2:30 P.M. (IST)

Venue: Infinity IT Lagoon, Plot-E2-2/1, Block- EP&GP, Sector V, Saltlake, Kolkata-700091, 7th floor

Digital: Audio Video call (Microsoft Teams)

ORDINARY BUSINESS:

1. Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon

2. Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Report of the Auditors thereon.

3. Declaration of Dividend

To declare dividend at the rate of 183.33% [i.e., Rs. 18.333 per share] for the financial year ended 31st March, 2022.

4. Re-appointment of Directors

(a) To appoint a director in place of Mr. Guenther Hahn (DIN 00314970), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

(b) To appoint a director in place of Mr. Rajiv Mukerji (DIN 00457795), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

5. Re-appointment of Statutory Auditors

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Messrs Price Waterhouse & Co Chartered Accountants LLP, Chartered Accountants having Firm Registration No.

304026E/E300009 be and is hereby re-appointed as the Statutory Auditors of the Company to hold office for a second term commencing from the conclusion of this Annual General Meeting till the conclusion of the 25th Annual General Meeting of the Company to be held in the year 2027, to examine and audit the accounts of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors.

SPECIAL BUSINESS:

6. To consider and, if thought fit, to pass the following resolutions as **Ordinary Resolution(s)**:

(a) Appointment of Mr. Peeyush Gupta as a Director, liable to retire by rotation:

“RESOLVED THAT, Mr. Peeyush Gupta (DIN 02840511), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 8th September, 2021, in terms of Section 161(1) of the Companies Act, 2013 read with Article No. 99 of the Articles of Association of the Company, and whose term of office expires at this Annual General Meeting 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, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

(b) Appointment of Mr. Shinichi Yanagisawa as a Director, liable to retire by rotation:

“RESOLVED THAT, Mr. Shinichi Yanagisawa (DIN 06912296), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st April, 2022, in terms of Section 161(1) of the Companies Act, 2013 read with Article No. 99 of the Articles of Association of the Company, and whose term of office expires at this Annual General Meeting 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, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

7. To consider and, if thought fit, to pass the following resolution as **Ordinary Resolution**:

Ratification of remuneration to the Cost Auditors of the Company:

“RESOLVED THAT, pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], consent of the members of the Company be and is hereby accorded to the ratification of remuneration payable to M/s. Mani & Co., Cost Accountants, [Firm Registration no. 000004] appointed as the Cost Auditors by the Board of Directors of the Company, for the financial year 2022-23 to conduct cost audit relating to cost records of the Company at a remuneration of Rs. 1,25,000/- (Rupees One lakh twenty five thousand only) plus applicable taxes and out of pocket expenses.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

8. To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

Payment of Commission to Non- Executive Directors:

“RESOLVED THAT, pursuant to the provisions of Section 197(1) and other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded for payment of commission to the Non- Executive Directors (who are neither in the whole-time employment of the Company nor its Managing Director) at a rate not exceeding one per cent of the net profits of the Company computed in the manner stated in Section 198(1) of the Act for the financial year ending 31st March, 2022, to be paid and distributed amongst the said Directors in such manner as the Board of Directors and / or Nomination and Remuneration Committee constituted by the Board, may from time to time determine and that the said commission be paid in addition to the fee payable to the aforesaid Directors for attending the meetings of the Board or any Committee thereof.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board and / or Nomination and Remuneration Committee of the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

By order of the Board
For **TM International Logistics Ltd.**

Place: Kolkata
Date: 01.07.2022



Jyoti Purohit
Jyoti Purohit
Company Secretary

NOTE:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') relating to Special Businesses form part of this Notice.
2. In view of the COVID 19 outbreak and elevated safe distancing measures, the Ministry of Corporate Affairs, Government of India vide its circular dated 5th May, 2022 has further permitted holding of the AGM through video conferencing (VC) or other audio visual means (OAVM), without physical presence of the Members at a commonplace.
3. Pursuant to provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote at the meeting on his/her behalf, such proxy need not be a member of the company. Since this AGM is being held in physical/online mode, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. Attendance of members through VC/OAVM shall be counted for the purpose of reckoning quorum as per Section 103 of the Companies Act, 2013.
 5. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution or letter of authorization on e-mail ID to jpurohit@tmilltd.com to the Company, authorizing them to attend and vote on their behalf at the AGM.
 6. Auditors of the Company or their authorized representative, who is qualified to be an auditor is required to mandatorily attend the meeting.
 7. The meeting will be held at Corporate Office- Infinity IT Lagoon, 7th floor/ Microsoft Teams. Invite to join the meeting over Microsoft Teams has been shared by Company Secretary via email separately.
 8. The facility to join the meeting will open 15 minutes before the scheduled time to start the meeting and close after expiry of 15 minutes after the end of the meeting.
 9. The voting will be conducted through show of hands. All members who will join the meeting through VC/OAVM shall be eligible to vote at the meeting.
 10. Members or any other participant of the meeting can submit their questions on any item through email to jpurohit@tmilltd.com or can even raise questions during the meeting also.
 11. Helpline number for any sort of technical assistance before or during the meeting: Ms. Jyoti Purohit @ 9831207957/Mr. Abhishek Verma @ 9830023208.
 12. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 setting out material facts concerning the Special Business is annexed hereto. The special business items as detailed in Explanatory statement below have already been approved by Board of Directors at meetings held on 26th April, 2022.
 13. Unless the demand for poll is made by any Member, the Chairman shall conduct the vote by show of hands. In case of demand of poll, Members are requested to note the email id jpurohit@tmilltd.com for sending their votes.
 14. The Notice of AGM along with financial statements, Auditor's report and Directors Report are being sent only by electronic mode to the Members and all other persons so entitled at their email address registered with Company and will also be placed on Company's website www.tmilltd.com.
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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

For Item No. 6a-Appointment of Mr. Peeyush Gupta as a Director, liable to retire by rotation

Mr. Peeyush Gupta is Non-Executive Director of the Company. He was appointed as an Additional Director of the Company by the Board of Directors with effect from 8th September, 2021.

Mr. Gupta chairs the Board of Tata Steel (Thailand) plc., Jamipol Limited, Creative Port Development Private Limited and Subarnarekha Port Private Limited, Subsidiaries/ Associate companies of Tata Steel Limited.

At Tata Steel, as Vice President -Supply chain, Mr. Gupta handles the responsibility of ONE SUPPLY CHAIN that include Group shipping, Integrated Planning, Processing of steel in regions, Raw Material and Finished product logistics across manufacturing plant / mine sites pertaining to Indian operations.

Mr. Gupta is a member of the Board of Tata Steel Downstream Products Ltd. (TSDPL), Tata NYK Shipping Pte. Ltd. and Mjunction Services Ltd. and chairs the Business council of Agrico and Bearings Division of Tata Steel.

Mr. Gupta is a Mechanical Engineer and has done his MBA from McGill University, Montreal Canada. He is a Chevening scholar from Leeds University, UK and has completed a senior management development program at CEDEP, France. He has over 28 years of experience at Tata Steel.

Under Section 161(1) of the Companies Act, 2013 read with Article No. 99 of the Articles of Association of the Company, Mr. Gupta holds office only upto the date of this Annual General Meeting of the Company. The Company has received a notice from a member proposing Mr. Gupta as a candidate for the office of Director of 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 retire by rotation.

Except Mr. Gupta, being the appointee none of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6a.

For Item No. 6b-Appointment of Mr. Shinichi Yanagisawa as a Director, liable to retire by rotation

Mr. Shinichi Yanagisawa is Non-Executive Director of the Company. He was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st April, 2022.

Mr. Yanagisawa has graduated from the Economics Department of Keio-Gijyuku University in 1991.

Mr. Yanagisawa joined Nippon Yusen Kabushiki Kaisha in April 1991 and since then has worked in various roles at Managerial position in number of NYK Group Companies. He is currently appointed as an Executive Officer and General Manager of Global Mineral Resources Group since April 2022.

Under Section 161(1) of the Companies Act, 2013 read with Article No. 99 of the Articles of Association of the Company, Mr. Yanagisawa holds office only upto the date of this Annual General Meeting of the Company. The Company has received a notice from a member proposing Mr. Yanagisawa as a candidate for the office of Director of the Company.

The Board considers that the appointment of Mr. Yanagisawa 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 retire by rotation.

Except Mr. Yanagisawa, being the appointee none of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6b.

For Item No. 7- Ratification of remuneration to the Cost Auditors of the Company

In pursuance of section 148 of the Companies Act, 2013, read with Companies (Cost Records & Audit) Rules 2014 as amended up to date, the Companies falling under the following threshold are required to undergo Cost Audit for the financial year, where:

- Port services are regulated by Tariff Authority of Major Ports (TAMP); and
- The turnover for individual product/service is Rs. 35 crores, or more during the immediately preceding financial year.

For Port Operations Division-Berth #13 @ Haldia falls under Rule 3 (B) 7 of the Companies (Cost Records & Audit) Amendment Rules 2014, since the scale of rates of Berth#13 are regulated by Tariff Authority of Major Ports (TAMP). Further, the turnover of Berth#13 (standalone) has crossed Rs. 35 Crores in the financial year 2021-22.

Thus, as per aforesaid provision of Section 148(1) and Rule 4(2) of the aforesaid rules, Berth #13 @Haldia falls under the prescribed threshold for which a cost auditor is required to be appointed within 180 days of the commencement of financial year (i.e. within 30th September, 2022) in order to conduct the Cost Audit for FY 2022-23 and the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. It may be noted that the Cost Audit has been applicable for Berth #13@Haldia since FY 2016-17 and the same has since been conducted by Mani & Co.

Further, the Company has received a letter from Mani & Co., dated 23rd March, 2022 confirming their eligibility for the proposed re-appointment. The said re-appointment, if made, would be as per Section 141 & other applicable provisions of the Companies Act 2013. Board in its Meeting

per Section 141 & other applicable provisions of the Companies Act 2013. Board in its Meeting dated 26th April 2022 has approved the re-appointment of M/s. Mani & Co., Cost Accountants, firm having registration no. 000004, as the Cost Auditor for TMILL and recommended a remuneration of Rs. 1,25,000/- (rupees one lakhs twenty five thousand only) plus taxes and other out of pocket expenses for the financial year 2022-23.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out under Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2023.

None of the Directors/ Key Managerial Personnel of the Company /their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid transaction.

For Item No. 8- Payment of Commission to Non- Executive Directors

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, 2022, 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 (1) of the Act. The exact amount to be paid as commission and its distribution among the Non-Executive Directors within the above ceiling is proposed to be left to the discretion of the Board subject to recommendation of the Nomination and Remuneration Committee.

The Non-Executive Directors of the Company may deem 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 International Logistics Ltd.**

Place: Kolkata
Date: 01.07.2022




Jyoti Purohit
Company Secretary