

Tunkai India Ltd.

CIN: L45203WB1984PLC038013

23, Brabourne Road, 6th Floor, Kolkata 700001

Telephone: 91-33 – 2242 6885 Tele Fax : 91-33-2407 1739 Email: accounts@dhanushreegroup.com

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of **M/s. Tunkai India Ltd.** will be held on Tuesday, the 20th day of September, 2016 at 11:00 a.m. at 23, Brabourne Road, Kolkata – 700001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016, the Audited Profit & Loss Account and the Cash Flow Statement for the year ended on that date together with Report of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Sandeep Kumar Surana (DIN 00313985) who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of the Statutory Auditors of the Company until the conclusion of next AGM and to fix their remuneration and in this respect, to pass, with or without modification (s) the following resolution as an Ordinary Resolution:

“ **RESOLVED THAT** pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the Audit Committee of the Company, the appointment of M/s. Barkha & Associates, Chartered Accountants (Registration No. 327573E), as the Statutory Auditors of the Company, be and is hereby ratified to hold office of Auditors from the conclusion of this Annual General Meeting (AGM) until the conclusion of next Annual General Meeting and the Board of Directors be and is hereby authorized to fix their remuneration.”

SPECIAL BUSINESS :

4. APPOINTMENT OF MR. PAWAN BAID AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

1. “ **RESOLVED THAT** pursuant to Section 149, 152, 160 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Pawan Baid (holding DIN 06942848), be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years and shall not be liable to retire by rotation.”

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By Order of the Board of Directors
For **TUNKAI INDIA LTD.**

Sd/-

Daulat Singh Surana
Whole Time Director
DIN : 00313888

Place: Kolkata

Date: August 12, 2016

Notes:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. The profile of the Directors seeking appointment/re-appointment, as required in terms of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the Stock Exchanges and Secretarial Standard 2 as issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
4. The instrument appointing the proxy duly completed, to be valid must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form is enclosed.
5. **A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBERS HOLDING MORE THAN 10 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 PROXY FOR ANY OTHER MEMBER.**
6. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
7. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date.
10. **Members holding shares in physical form are advised to file nominations in respect of their shareholding in the Company, if not already registered and to submit the same to the Company.**
11. The Register of Members and Share Transfer Books will remain closed from Thursday, the 15th day of September, 2016 to Tuesday, the 20th day of September, 2016 (both days inclusive) for the purpose of this AGM.
12. Relevant documents referred to in this Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the AGM.

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13. Members are requested to update address & bank account details, whenever changed.
14. **The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with the Company to enable us to send you the Quarterly Reports, Notices, Annual Reports including financial statements, Board Reports, etc. and any other communications via email. All the shareholders holding shares in physical mode who have not registered their e-mail addresses so far are requested to register their-mail address to the Company for receiving all aforesaid communication from the Company, electronically.**
15. The Notice of the 32nd AGM, along with the Annual Report, Attendance Slip and Proxy Form are being sent physically under the permitted mode.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in physical form are requested to submit their PAN details to the Company.
17. Shareholders are requested to give their valuable suggestions for improvement of our investor services.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (“Act”), sets out all material facts relating to the business mentioned at the accompanying Notice dated 12th August, 2016 :

Item No. 4

The Board, at its meeting held on 21st March, 2016 on recommendation of Nomination and Remuneration Committee has appointed Mr. Pawan Baid as an Independent Director of the Company with immediate effect i.e. 21st March, 2016, pursuant to the provision of Sections 149, 161, read with Schedule IV of the Companies Act, 2013 and the Articles of Association of the Company. As per the provisions of the Act, he would hold office of Directors as an Additional Director up to the date of the ensuing Annual General Meeting (AGM) unless appointed as Director of the Company by the Shareholders.

In the opinion of the Board, Mr. Pawan Baid fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as Independent Director and he is independent of the management.

The Company has received requisite consent and declarations from Mr. Pawan Baid as required under various provisions of the Companies Act, 2013 and Rules made thereunder.

The Company has also received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of prescribed sum of money, proposing the candidature of Mr. Pawan Baid for the office of Independent Director, to be appointed under the provisions of Section 149 of the Companies Act, 2013.

The copy of the letter of appointment of Mr. Pawan Baid, as Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the ensuing AGM.

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Except Mr. Pawan Baid, no other Director, key managerial personnel of your Company and their relatives are in any way, financially or otherwise, directly or indirectly interested or concerned in the proposed resolution.

Accordingly, the Board recommends the resolution set forth in Item no. 4 in relation to appointment of Mr.Pawan Baid as Independent Director, for the approval by the shareholders of the Company for a period of 5 years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. Further, he shall not be liable to retire by rotation.

By Order of the Board of Directors
For **TUNKAI INDIA LTD.**

Sd/-

Daulat Singh Surana
Whole Time Director
DIN : 00313888

Place: Kolkata

Date: August 12, 2016

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ANNEXURE TO NOTICE OF AGM

**Details of the Directors seeking appointment/ re-appointment in forthcoming Annual General Meeting
[In pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]**

Sl. No.	Name of the Director	Mr. Sandeep Kumar Surana	Mr. Pawan Baid
1.	DIN	00313985	06942848
2.	Date of Birth and age	27/09/1971, 45 years	21/010/1990, 26 years
3.	Nationality	Indian	Indian
4.	Date of appointment on Board	28/12/1993	21/03/2016
5.	Remuneration last drawn	NIL	NIL
6.	No. of shares held in the	43000 equity shares	NIL
7.	Qualification & Expertise in specific functional area	B.Com Vast experience in overall management of the Company	B.Com Experience in Overall Management of the Company
8.	No. of Board Meetings Attended	4 (four)	1(One)
9.	List of other listed Companies in which Directorships held as on 31st March, 2016	Elpee Commercial Limited	Elpee Commercial Limited
10.	List of other Companies in which Directorships held as on 31st March, 2016	Jet Plywood Private Limited Mita Nirman Properties Private Limited Maple Suppliers Private Limited Sukhsagar Dealers Private Limited Ramnik Tradelinks Private Limited Snowfall Merchants Private Limited Vidhata Sales Private Limited. Mountview Mercantile Private Limited Spark Trading Private Limited Booster Merchandise Private Limited Sukhsagar Hirise Pvt Ltd White Wash Sparkles Private Limited	PROFITUS VANIJYA PRIVATE LIMITED DECLAN OVEN PRIVATE LIMITED PROFITUS SUPPLIERS PRIVATE LIMITED
11.	Chairman/ Member of the Committee of the Board of other Companies in which he is a Director as on 31 st March, 2016	Member- Audit Committee & Nomination & Remuneration Committee - Elpee Commercial Limited	NIL

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12	Disclosure of relationship between Directors interse	Son of Mr. Daulat Singh Surana, Whole-time Director	NA
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