

# Tunkai India Limited

CIN: L45203WB1984PLC038013

23, Brabourne Road, 6<sup>th</sup> Floor, Kolkata 700001

Telephone: 91-33 – 2242 6885 Email: [accounts@dhanshreegroup.com](mailto:accounts@dhanshreegroup.com)

## **NOTICE**

**NOTICE** is hereby given that the 31st Annual General Meeting of the Members of **M/s Tunkai India Limited** will be held on Wednesday, the 30th day of September, 2015 at 10.00 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 31<sup>st</sup> March, 2015, the Audited Profit & Loss Account and 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. Daulat Singh Surana (DIN 00313888), 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 MS. SHILPA AGARWAL AS AN INDEPENDENT DIRECTOR**

**To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT**, pursuant to Section 149 and 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 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Shilpa Agarwal (holding DIN 05316269), be and is hereby appointed as an Independent Director of the Company up to September 30, 2019 and shall not be liable to retire by rotation.”

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## 5. APPOINTMENT OF MR. DAULAT SINGH SURANA AS A WHOLE – TIME DIRECTOR

**To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. Daulat Singh Surana (holding DIN 00313888), as a Whole – Time Director and also designated as Key Managerial Personnel (KMP) of the Company for a period of 3 (three) years with effect from 14<sup>th</sup> August, 2015 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board), with liberty to the Board to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Daulat Singh Surana, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company 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.”

By Order of the Board of Directors  
For **TUNKAI INDIA LIMITED**

Sd/-  
**Sandeep Kumar Surana**  
**Director**  
**DIN: 00313985**

**Place: Kolkata**

**Date: August 14, 2015**

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## 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. **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.**
3. 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.
4. **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.**
5. 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.
6. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. 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.
8. 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.
9. **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.**
10. The Register of Members and Share Transfer Books will remain closed from Saturday, the 26<sup>th</sup> of September, 2015 to Wednesday, the 30<sup>th</sup> of September, 2015 (both days inclusive) for the purpose of this AGM.
11. 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.
12. Members are requested to update address & bank account details, whenever changed.
13. **The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant 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.**
14. The Notice of the 31<sup>st</sup> AGM, along with the Annual Report, Attendance Slip and Proxy Form are being sent physically under the permitted mode. The documents referred to above are also available on the Company's website.
15. 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 electronic form are, therefore, requested to submit their PAN to their respective Depository

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Participant(s) and Members holding shares in physical form are requested to submit their PAN details to the Company/R&TA.

16. Shareholders are requested to give their valuable suggestions for improvement of our investor services.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

Annexure as referred to in the notes of the notice

### **Item No. 4**

The Board, at its meeting held on 30<sup>th</sup> March, 2015 has appointed Ms. Shilpa Agarwal as an Additional Director (designated as Independent Director) of the Company w.e.f 30<sup>th</sup> March, 2015, pursuant to Section 161 of the Companies Act, 2013 and the Articles of Association of the Company. As per provisions of the Act, she would hold office of Directors up to the date of the ensuing Annual General Meeting (AGM) unless appointed as a Director of the Company by the Shareholders. The Company has received a 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 Ms. Shilpa Agarwal for the office of an Independent Director, to be appointed under the provisions of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Ms. Shilpa Agarwal fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director and she is independent of the management.

Accordingly, the Board recommends the resolution in relation to appointment of Ms. Shilpa Agarwal as an Independent Director, for the approval by the shareholders of the Company up to March 29, 2020 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. Further, she shall not be liable to retire by rotation.

Copy of the draft letter of appointment of Ms. Shilpa Agarwal as an Independent Director setting out the terms and conditions is available for inspection by members during working hours at the Registered Office of the Company.

Except Ms. Shilpa Agarwal, no Director, key managerial personnel or their relatives, is in any way, financially or otherwise interested or concerned in the resolution.

The Board recommends the Ordinary resolution set forth in Item no. 4 of the Notice, for the approval by the shareholders of the Company.

### **Item No. 5**

The Board at its meeting held on 14<sup>th</sup> August, 2015, has appointed, subject to the approval of members in the general meeting, Mr. Daulat Singh Surana as a Whole-time Director of the Company of the Company and also designated him as Key managerial personnel (KMP) for a period of 3 (three) years commencing from 14<sup>th</sup> August, 2015 on the following remuneration, perquisites and other terms & conditions as recommended by the Nomination and Remuneration Committee:

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**A. Salary: Rs. 50,000/-** per month.

**B. Perquisite :**

**Other Terms:**

(i) He shall be entitled to reimbursement of travelling, entertainment and all other expenses actually and properly incurred for legitimate business need of the Company but subject to rules of the Company framed from time to time.

(ii) He shall be reimbursed out of pocket expenses as may be incurred by him in the course of discharging his duties in the capacity of Whole Time Director.

(iii) Mr. Daulat Singh Surana, so long as he functions as Whole Time Director, shall not be paid any sitting fee for attending meeting of the Board of Directors or any Committee thereof.

(iv) Either party may terminate the agreement by giving 3(three) months notice in writing without assigning any reason.

Mr. Daulat Singh Surana is a Commerce Graduate he has been appointed as a Whole-time Director of the Company and looking after all the business operation.

Mr. Daulat Singh Surana holds 29,100 equity shares of the Company.

In view of the provision of section 197(3) and Part II of Schedule V of the Companies Act, 2013 where in any financial year during the currency of tenure of a managerial person, a Company has no profit or its profit are inadequate the appointment of a person as managerial personnel is to be approved by the members by passing a special resolution.

**A Statement as per Schedule V (third proviso of Section II of Part II) in respect of appointment of Mr. Daulat Singh Surana as a Whole-time Director is annexed hereto which forms part of this explanatory statement.**

Except Mr. Daulat Singh Surana & Mr. Sandeep Kumar Surana, none of the Directors or any key managerial personnel or their relatives is in any way, financially or otherwise, directly or indirectly, concerned or interested in the aforesaid resolution.

The Board recommends the special resolution as set forth in Item no. 5 for the approval of the members of the Company.

The letter of Appointment issued to Mr. Daulat Singh Surana setting out the terms of his appointment is open for inspection at the Registered Office of the Company by any members during business hours in all working days till the conclusion of the ensuing Annual General Meeting.

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**By Order of the Board of Directors  
For TUNKAI INDIA LIMITED**

**Sd/-**

**Sandeep Kumar Surana  
Director**

**DIN: 00313985**

**Place: Kolkata**

**Date: August 14, 2015**

**Statement as per Schedule V (third proviso of Section II of Part II) in respect of appointment of Mr. Daulat Singh Surana as a Whole-time Director**

**I. General Information:**

- 1) Nature of industry: Real estate
- 2) Date or expected date of commencement of commercial production: Not Applicable as it is an existing Company since 1984.
- 3) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
- 4) Financial performance based on given indicators:

	(Rs.)		
	31.3.2015	31.3.2014	31.3.2013
Turnover (Gross):	6555329	8874530	12295584
Net Profit :	857538	881690	874200

- 5) Foreign investments or collaborations, if any: Not Applicable

**II. Information about the appointee:**

<b>Name of the appointee:</b>	<b>Daulat Singh Surana</b>
<b>Background details:</b>	Mr. <b>Daulat Singh Surana</b> , age 67 years, has an experience in all over business management.
<b>Past remuneration</b>	NIL
<b>Recognition or awards</b>	NIL

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<b>Job profile and his suitability</b>	He is responsible for operation and other functions of the Company.
<b>Remuneration proposed</b>	Rs. 6.00 lacs p.a. as per resolution.
<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person</b>	The Board is of the opinion that the proposed remuneration is commensurate with his role and responsibility as a Whole-time Director of the Company.
<b>Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.</b>	No pecuniary relationship with the Company except managerial remuneration.

### III. Other information:

- i) **Reasons of loss or inadequate profits:** During the year 2014-15 the revenue from operation has decreased as compared to last year. Further the net profit for the year is Rs. 857538.00 compared to Rs. 881690.00 in the previous year.
- ii) **Steps taken or proposed to be taken for improvement:** Various measures and suitable steps have been taken to for increasing the profits in the coming years.
- iii) **Expected increase in productivity and profitability in measurable terms:** The Company expects substantial increase in profitability after implementation of its necessary steps for improvement.