

# Tunkai India Ltd.

CIN: L45203WB1984PLC038013

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

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

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## NOTICE

**NOTICE** is hereby given that the 34<sup>th</sup> Annual General Meeting of the Members of **M/s. Tunkai India Ltd.** will be held on Monday, the 10<sup>th</sup> day of September, 2018 at 2:00 P.M. at 23, Brabourne Road, 6<sup>th</sup> floor, Kolkata – 700001 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statement of the Company including Audited Balance Sheet as at 31<sup>st</sup> March, 2018, 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 modify the terms of appointment of Statutory Auditors and to fix their remuneration and in this respect to pass with or without modification the following resolution as an Ordinary resolution :

“ **RESOLVED THAT** pursuant to Section 139 of the Companies Act, 2013 and Rule 3(7) of The Companies ( Audit and Auditors) Rules, 2014 as amended by the Companies (Amendment) Act, 2017 effective from 7<sup>th</sup> May, 2018 and all other applicable provisions of the Act (including any Statutory modifications or re-enactment thereof for the time being in force), the existing terms of appointment of M/s. Barkha& Associates, Chartered Accountants (Firm Registration No. 327573E), Statutory Auditors of the Company be and is hereby modified to the extent that their appointment shall not be subjected to ratification by the Shareholders in the Annual General meeting for remaining duration of their terms of appointment and the Board be and is hereby authorized to fix the remuneration, if any, to be paid to the Auditors in each of the financial years on the recommendation of the Audit Committee.”

### **SPECIAL BUSINESS :**

4. **RE-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, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and

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Securities Exchange Board of India (Listing Obligation and Disclosure Requirements), (Amended) Regulation, 2018 (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 re-appointment of Mr. Daulat Singh Surana (DIN 00313888), who will attend 70 years of age on 19<sup>th</sup> September, 2018, as a Whole-Time Director and also designated as Key Managerial Personnel (KMP) of the Company for a further period of 3 (three) years with effect from 14<sup>th</sup> August, 2018 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 authorised to do all acts, deeds and things 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 LTD.**

Sd/-  
**Daulat Singh Surana**  
Whole Time Director  
DIN:00313888

**Place: Kolkata**  
**Date: August14, 2018**

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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. 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. **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. **The proxies to be effective, must be duly stamped, completed, dated, signed and deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. The instruments of proxy valid for the Annual General Meeting and any adjournment thereof. A proxy form is enclosed.**
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 authorizing 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. The Proxy shall carry **his/her/their** Identity proof for attending the meeting to proof **his/her/their** credentials in terms of the Secretarial Standards.
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 notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business on 17.08.2018.
10. 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.
11. **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.**
12. The Register of Members and Share Transfer Books will remain closed from Tuesday, the 04<sup>th</sup> day of September, 2018 to Monday, the 10<sup>th</sup> day of September, 2018 (both days inclusive) for the purpose of this AGM.
13. 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 and also at the AGM in physical mode.
14. Members are requested to update address & bank account details, whenever changed.
15. **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**

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**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.**

16. The Notice of the 34<sup>th</sup> AGM, along with the Annual Report, Attendance Slip and Proxy Form are being sent physically under the permitted mode.
17. 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.
18. Subject to casting of requisite number of votes in favour of the resolution(s), the resolution(s) shall be deemed to be passed on the date of Annual General Meeting of the Company.
19. Shareholders are requested to give their valuable suggestions for improvement of our investor services.
20. *Route-Map to the venue of the AGM is annexed for the convenience of the members.*

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

Sd/-

**Daulat Singh Surana**  
**Whole Time Director**  
**DIN:00313888**

**Place: Kolkata**

**Date: August 14, 2018**

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## **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 present terms of appointment of Mr. Daulat Singh Surana as a Whole Time Director also designated him as Key managerial personnel (KMP) has been expired on 13<sup>th</sup> August, 2018. The Nomination & Remuneration Committee at its meeting held on 14<sup>th</sup> August, 2018, had recommended her re-appointment for a further period of 3 (three) years w.e.f. 14<sup>th</sup> August, 2018, and the same was approved by the Board of Directors in its meeting held on 14<sup>th</sup> August, 2018, subject to the approval of members in the ensuing Annual General Meeting of the Company. The remuneration, perquisites payable to Mr. Daulat Singh Surana and other terms & conditions as recommended by the Nomination and Remuneration Committee, subject to provisions of section 197 and Schedule V of the Companies Act, 2013 are as follows :-

**1. Salary: Rs. 65,000/- per month.**

#### **2. 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.

In accordance to the verification made by the Company and its Nomination Committee, the aforesaid Director is not debarred from holding of office of Directors pursuant to any Securities Exchange Board of India Order.

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 62,500 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.

In case of inadequacy of profit or loss in any of the financial year during the continuation of the terms of appointment of Mr. Daulat Singh Surana, the remuneration payable to him would deemed to be minimum remuneration and no further approval would be required.

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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.

The aggregate of the remuneration and perquisites / benefits, the Wholetime Directors of the Company, shall be within the limit prescribed under the Companies Act, 2013, or any amendment thereto or modification thereof ('the Act').

Section 196(3) and Part I of Schedule V of the Companies Act, 2013 inter alia, provides that no Company shall employ or continue the employment of a person who has attained the age of seventy years, as a Managing Director, Whole-time Director or Manager unless it is approved by the members by passing a special resolution.

Mr. Daulat Singh Surana who will be appointed as the Whole Time Director by the members of the Company in the 34<sup>th</sup> Annual General Meeting to held on 10<sup>th</sup> September, 2018 to hold office upto 14<sup>th</sup> August, 2021, will attain the age of seventy years on September 19, 2018 and hence his continuation as Whole Time Director beyond September 19, 2018 requires the approval of members by means of special resolution.

Keeping in view that Mr. Daulat Singh Surana has enormous experience in the industry and has been involved in the operations of the Company, it would be in the interest of the Company to continue Mr. Daulat Singh Surana as the Whole Time Director subsequent to his attainment 70 years of age.

The Board recommends the special resolution as set forth in Item no. 4 for the approval of the members of the Company.

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 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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## ANNEXURE TO NOTICE OF AGM

### A. Statement as per Schedule V (third proviso of Section II of Part II) in respect of re-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 1983.
- 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.)

	31.3.2018	31.3.2017	31.3.2016
Turnover (Gross):	70,55,555.00	41,40,824.00	52,60,416.00
Net Profit/Loss:	433966.0	682782.0	11,09,359.0

- 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 69 years, has an experience in all over business management.
<b>Past remuneration</b>	NIL
<b>Recognition or awards</b>	NIL
<b>Job profile and his suitability</b>	He is responsible for operation and other functions of the Company.
<b>Remuneration proposed</b>	Rs. 7.80 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.

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### III. Other information:

- i) **Reasons of loss or inadequate profits:** During the year 2017-18 the revenue from operation has increased as compared to last year. Further the net profit for the year is Rs. 4,33,966/- compared to Rs. 6,82,782/- 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.

### IV. Disclosures:

The requisite disclosures have been set out in Corporate Governance Report which forms part of the Annual Report for the F.Y. 2017-18 of the Company.

### 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
1.	DIN	00313985
2.	Date of Birth and age	27/09/1971, 47 years
3.	Nationality	Indian
4.	Date of appointment on Board	29/09/1993
5.	Terms & Condition of appointment/re-appointment	N.A.
6.	Remuneration proposed	N.A.
7.	Remuneration last drawn	N.A.
8.	No. of shares held in the Company	43000 equity shares
9.	Qualification & Expertise in specific functional area	B.Com Vast experience in overall management of the Company
10.	No. of Board Meetings Attended	4 ( four)

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11.	List of other listed Companies in which Directorships held as on 31st March, 2018	1(one)  Elpee Commercial Limited
12.	List of other Companies in which Directorships held as on 31st March, 2018	JET PLYWOOD PRIVATE LIMITED MITA NIRMAN PROPERTIES PRIVATE LIMITED MAPLE SUPPLIERS PRIVATE LIMITED SUKHSAGAR DEALERS PRIVATE LIMITED SNOWFALL MERCHANTS PRIVATE LIMITED VIDHATA SALES PRIVATE LIMITED MOUNTVIEW MERCANTILE PRIVATE LIMITED SPARK TRADING PRIVATE LIMITED BOOSTER MERCHANDISE PRIVATE LIMITED SUKHSAGAR HIRISE PRIVATE LIMITED WHITE WASH SPARKLES PRIVATE LIMITED
13.	Chairman/ Member of the Committee of the Board of other Companies in which he is a Director as on 31 <sup>st</sup> March, 2018	Nil
14.	Disclosure of relationship between Directors interest	Son of Mr. Daulat Singh Surana, Director

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