

**VIZAG GENERAL CARGO BERTH PRIVATE LIMITED**

CIN: U35100TN2010PTC075408

SIPCOT Industrial Complex Madurai Bye Pass Road,

T. V. Puram P.O Thoothukudi TN 62800 1

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Phone No. Tel: 0891-279 5696, Fax: 0891-279 5698

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**NOTICE OF EIGHTH ANNUAL GENERAL MEETING**

Notice is hereby given that the Eighth Annual General Meeting of the Shareholders of VIZAG GENERAL CARGO BERTH PRIVATE LIMITED will be held on Thursday, the 23<sup>rd</sup> day of August, 2018 at 10.30 AM at Tamira Niketan- 1, Sterlite Quarters, SIPCOT Industrial complex ,Madurai Bypass Road, Tuticorin, India 6280022 to transact the following business:

**Ordinary Business**

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2018 and the Profit & Loss Account for the year ended as on that date and the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. G.R Arun Kumar, who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment Statutory Auditors M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (Registration No. 301003E) and in this regard to consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (Registration No. 301003E), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as shall

be agreed upon between the Board of Directors and the Auditors.”

**Special Business**

4. **Payment of Remuneration to Cost Auditors for the Financial Year ended March 31, 2019**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors for the Company, Mr. Uppalapati Prakash, appointed by the Board on the recommendation of the Audit Committee of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019, be paid the remuneration of Rs.70,000/- per annum plus Service Tax and out of pocket expenses at actuals.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or the Company Secretary, be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. **Re-appointment of Mr. A. R. Narayanaswamy as an Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to Section 149, 150, 152 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) [the Act] and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. A. R. Narayanaswamy (DIN: 00818169) who has submitted a declaration that he meets the criteria for Independence as provided under Section 149 (6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Non-Executive Director of the Company not liable to retire by rotation, to hold office from March 31, 2018 till August 31, 2020.”

FOR AND ON BEHALF OF THE  
BOARD OF DIRECTORS

**Director**

**Place: Mumbai**

**Date: April 20, 2018**

**6. Re-appointment of Mr. R Kannan as an Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to Section 149, 150, 152 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) [the Act] and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. R. Kannan (DIN: 00227980) who has submitted a declaration that he meets the criteria for Independence as provided under Section 149 (6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Non-Executive Director of the Company not liable to retire by rotation, to hold office from March 31, 2018 till August 31, 2020.”

**NOTES:**

- a) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. A blank proxy form is enclosed, which if used, should be deposited with the Company duly executed before the commencement of the Annual General Meeting.
- b) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- c) Relevant documents referred to in the accompanying Notice and the Statement 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 Meeting.
- d) The Register of Directors' and key managerial personnel shareholding will be available for inspection by the members at the AGM.

**ANNEXURE TO NOTICE:****Statement pursuant to Section 102 of the Companies Act, 2013****ITEM NO. 4**

The Board on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Mr. Uppalapati Prakash as a cost auditor, to conduct the audit of the cost records of the Company related to Mining for the financial year ending March 31, 2019 on remuneration of Rs.70,000/-.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out above.

The Board commends passing of the resolution.

**ITEM No. 5 & 6**

Mr. A. R. Narayanaswamy (DIN: 00818169) and Mr. Kannan Ramamirtham (DIN: 00227980) were appointed as Independent Directors on the Board of Company with effect from 31<sup>st</sup> March, 2015 and had been re-appointed as a Directors in the capacity of Independent Directors of the Company with effect from March 31, 2018 till August 31, 2020.

The Board, based on the performance evaluation of Independent Directors considers that, given their background and experience and contributions made by them during their tenure, the continued association of Mr. A. R. Narayanaswamy and Mr. Kannan Ramamirtham would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. A. R. Narayanaswamy and Mr. Kannan Ramamirtham as Independent Directors of the Company, not liable to retire by rotation, and to hold office for a second and final term uptill August 31, 2020.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr. A. R. Narayanaswamy and Mr. Kannan Ramamirtham are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors and in the opinion of the Board they are independent of the management.

The Company has received notices in writing from a member under Section 160 of the Act proposing the candidature of Mr. A.R. Narayanaswamy and Mr. Kannan Ramamirtham.

Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 5 & 6, are provided in the “Annexure I” to the Notice.

Copy of the draft letters for their re-appointment as an Independent Directors setting out the terms and conditions would be available for inspection by the members at the Registered Office of the Company.

Except Mr. A.R. Narayanaswamy and Mr. Kannan Ramamirtham, being appointees, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolutions set out at Item Nos. 5 and 6

Accordingly, the Board commends passing of Special Resolutions set out at Item Nos. 5 and 6 of the Notice for approval by the members.

FOR AND ON BEHALF OF THE  
BOARD OF DIRECTORS

**Director**

**Place: Mumbai**

**Date: April 20, 2018**

**Annexure I**  
**Details in respect of Directors being appointed**

<b>Name of the Director</b>	<b>Mr. G. R. Arun Kumar (01874769)</b>	<b>Mr. A R Narayanaswamy (00818169)</b>	<b>Mr. R Kannan (00227980)</b>
<b>Date of Birth</b>	29/06/1971	22/12/1951	02/06/1949
<b>Qualification</b>	B. Com (Hons) Loyola University, Member of the Institute of Chartered Accountants of India	B. Com form University of Mumbai , Member of the Institute of Chartered Accountants of India	Post Graduate in Mathematics from Madras University, PGDMS from Bombay University and Certified Associate of Indian Institute of Bankers with Industrial Finance
<b>Specialised Expertise</b>	Mr. Kumar has nearly 21 years of experience in Finance	More than 3 decades of experience in the areas of finance, accounting and running business	More than 3 decades of experience in the areas of Banking, merchant Banking, Mutual Funds, stock Broking & Venture Capital
<b>Date of first appointment on the Board</b>	20 <sup>th</sup> October, 2016	31 <sup>st</sup> March, 2015	31 <sup>st</sup> March, 2015
<b>No. of shares held in the Company</b>	Nominee holder of one share jointly with Sesa Resources Limited	Nil	Nil
<b>No. of meetings of the Board attended during the year</b>	4	6	6
<b>Directorship in Companies</b>	<ol style="list-style-type: none"> <li>1. Vedanta Limited</li> <li>2. Sesa Resources limited</li> <li>3. Sesa Mining Corporation Limited</li> <li>4. Sterlite Ports Limited</li> <li>5. Vizag General Cargo Berth Private Limited</li> <li>6. Sesa Community Development Foundation</li> <li>7. Maritime Ventures Private Limited</li> <li>8. Paradip Multi Cargo Berth Private limited</li> <li>9. Goa Sea Port Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Hindustan Zinc Limited</li> <li>2. Sterlite Technologies ltd.</li> <li>3. Bharat Aluminum Co. Ltd</li> <li>4. Malco Energy Ltd.</li> <li>5. Sterlite Power Grid Ventures Ltd.</li> <li>6. Sterlite Grid 1 Limited</li> <li>7. Sterlite Grid 2 Limited</li> <li>8. IBIS Softec Solutions Pvt. Ltd</li> <li>9. Vizag General Cargo Berth Private Limited</li> <li>10. IBIS Systems &amp; Solutions Pvt. Ltd</li> </ol>	<ol style="list-style-type: none"> <li>1. Orient Press Limited</li> <li>2. Orchid Pharma Limited</li> <li>3. Ram Ratna Wires Limited</li> <li>4. R R Kabel Limited</li> <li>5. SVL Limited</li> <li>6. Bharat Aluminum Co. Limited</li> <li>7. PTC Cables Pvt. Ltd.</li> <li>8. Lakecity Ventures Private Limited</li> <li>9. Orionsayi Consultant Private Limited</li> <li>10. Bharat Re-insurance Brokers Private Limited</li> <li>11. Esselworld Leisure Private Limited</li> <li>12. Athena Infonomics India Private Limited</li> </ol>

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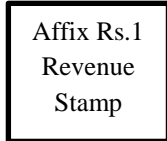
**PROXY FORM**

Member's Folio No. ....

I/We ..... of  
..... in the district of ..... being a member of  
VIZAG GENERAL CARGO BERTH PRIVATE LIMITED, hereby appoint  
..... of ..... or failing  
him/her ..... of ..... as my/our proxy to  
vote for me/us and on my/our behalf at the EIGHTH ANNUAL GENERAL MEETING of the  
Company to be held on Thursday, 23<sup>rd</sup> day of August, 2018 at 10.30AM. at Tamira Niketan- 1,  
Sterlite Quarters, SIPCOT Industrial complex ,Madurai Bypass Road, Tuticorin, India 628002  
and at every adjournment thereof.

Signed this ..... day of .....2018

Proxy form must reach the Company's Regd.  
Office, at SIPCOT Industrial Complex, Madurai By  
Pass Road, TV Puram P.O., Tuticorin (Tamilnadu)-  
628002, not less than 48 hours before the  
commencement of the meeting.



Signature

# ROUTE MAP FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 23<sup>RD</sup> AUGUST 2018

