

VIZAG GENERAL CARGO BERTH PRIVATE LIMITED

CIN: U35100TN2010PTC075408

SIPCOT Industrial Complex Madurai Bye Pass Road,

T. V. Puram P.O Thoothukudi TN 628002

Email Id: Kumar.Ankit@vedanta.co.in

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

Website: www.vgcb.co.in

NOTICE OF NINTH ANNUAL GENERAL MEETING

Notice is hereby given that the Ninth Annual General Meeting of the Shareholders of VIZAG GENERAL CARGO BERTH PRIVATE LIMITED will be held on Wednesday, 10th July, 2019 at 10:00 a.m. at Tamira Niketan-1 SIPCOT Industrial Complex, Madurai By Pass Road, Tuticorin - 628002 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2019 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. Kishore Kumar Rajagopal, (DIN: 07148888), who retires by rotation and being eligible offers himself for re-appointment.
3. **To consider and approve ratification of appointment of Statutory Auditors:**

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 Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules made thereunder (including any amendment(s) or modifications thereof for the time being in force), the appointment of M/s S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Regd. No. 301003E/ E300005) as Statutory Auditor of the Company be and is hereby ratified for the Financial Year 2019-20 to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and hereby authorize the Board of Directors to fix their remuneration.”

Special Business

4. **Payment of Remuneration to Cost Auditors for the Financial Year ended March 31, 2020**

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, if any, 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 Cost Auditors for the Company, Mr. Prakash Uppalapati, appointed by the Board of Directors 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, 2020, be paid remuneration of Rs. 80,000/- (Rupees Eighty Thousand only) per annum plus applicable taxes 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 severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Place: Mumbai For and on behalf of the
Board of Directors of
Vizag General Cargo
Berth Private Limited**

Date: April 20, 2019 Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Annual General Meeting (Meeting), is annexed hereto.
2. **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.**
3. The instrument of proxy should, however, be deposited at the Registered office of the Company not less than 48 hours before the time of the Meeting.
4. Corporate member(s) intending to send their authorised representative(s) to attend the Meeting, pursuant to Section 135 of the Companies Act, 2013 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.
5. 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.
6. The Register of Directors' and key managerial personnel shareholding will be available for inspection by the members at the Meeting.
7. The route map showing directions to reach the venue of the Meeting is annexed hereto.

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

The Board upon the recommendation of the Audit Committee, had approved the appointment and remuneration of the Cost Mr. Prakash Uppalapati as the Cost Auditor of the Company, to conduct the audit of the cost records of the Company related to Mining for the financial year ending March 31, 2020 at an annual remuneration of Rs.80,000/- (Rupees Eighty Thousand only) plus applicable taxes and out of pocket expenses as actuals.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the shareholders of the Company. Accordingly, consent of the Shareholders of the Company is sought for ratification of the remuneration payable to Mr. Prakash Uppalapati, Cost Auditor of the Company for the financial year ending March 31, 2020.

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 of Directors accordingly recommend the Ordinary Resolution at Item No. 4 of the accompanying Notice for approval of the Shareholders of the Company.

**Place: Mumbai For and on behalf of the
Board of Directors of
Vizag General Cargo
Berth Private Limited**

**Date: April 20, Company Secretary
2019**

Annexure I
Details in respect of Directors being appointed

Name of the Director	Mr. Kishore Kumar Rajagopal
Date of Birth	<i>22/09/1962</i>
Qualification	<i>Bachelor of Commerce from Kolkata University and is a member of the Institute of Chartered Accountants of India</i>
Specialised Expertise	<i>Mr. Kumar has 16 years of experience in the group</i>
No. of shares held in the Company	<i>Nil</i>
Directorship in Companies	<p><i>Listed / Unlisted Public Companies</i></p> <ul style="list-style-type: none"> • <i>Sesa Resources limited</i> • <i>Sesa Mining Corporation Limited</i> • <i>Sterlite Ports Limited</i> <p><i>Private Companies / Section 8 Companies</i></p> <ul style="list-style-type: none"> • <i>Vizag General Cargo Berth Private Limited</i> • <i>Goa Sea Port Private Limited</i> • <i>Maitime Ventures Private Limited</i> • <i>Paradip Multi Cargo Berth Private Limited</i>

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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 NINTH ANNUAL GENERAL MEETING of the Company
to be held on Wednesday, 10th July, 2019 at 10:00 a.m. at Tamira Niketan -1, SIPCOT Industrial
Complex, Madurai By Pass Road, TV Puram P.O., Tuticorin (Tamilnadu)-628002 and at every
adjournment thereof.

Signed this day of2019

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.

Affix Rs.1 Revenue Stamp

Signature

VENUE FOR THE ANNUAL GENERAL MEETING

