

VIZAG GENERAL CARGO BERTH PRIVATE LIMITED

CIN: U35100TN2010PTC075408

SIPCOT Industrial Complex Madurai Bye Pass Road,

T. V. Puram P.O Thoothukudi, Tamil Nadu 628002

Email ID: Company_Secretary@vedanta.co.in

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

Website: www.vgcb.co.in



NOTICE OF TENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Tenth Annual General Meeting of the Shareholders of VIZAG GENERAL CARGO BERTH PRIVATE LIMITED will be held on Tuesday, 15th September, 2020 at 10:00 a.m. at Tamira Niketan-1 SIPCOT Industrial Complex, Madurai Bye Pass Road, Tuticorin (Tamil Nadu) - 628002 to transact the following business(es):

ORDINARY BUSINESSES

1. To receive, consider and adopt the audited Financial Statements of the Company for the Financial Year ended March 31, 2020 and Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Pooja Yadava, (DIN: 07146082), who retires by rotation and being eligible offers herself 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 2020-21 to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to fix their remuneration.”

SPECIAL BUSINESSES

4. **To consider approve appointment of Mr. Anup Agarwal as Non-Executive Director:**
To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provision of Section 149, 152 and other applicable provisions, if any of Companies Act, 2013 and rules made thereunder and on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors for appointment of, Mr. Anup Agarwal (DIN: 08551388), was appointed as an Additional Director of the Company with effect from 19th September, 2019 through circular resolution and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the

Companies Act, 2013 (the Act) being so eligible, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as the Non-Executive Director of the Company liable to retire by rotation.”

5. **To approve the appointment of Mr. Manish Gupta as whole-time Director of the Company:**

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 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) read with Schedule V of the Companies Act, 2013 or any other law for the time being in force, consent of the Company be and is hereby accorded to the approve the appointment of Mr. Manish Gupta as whole-time Director of the Company with effect from September 23, 2019 up till 18th April, 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and to take such steps and actions, as may be considered necessary for the purpose of implementation of the aforesaid resolution.”

6. **To ratify remuneration of the Cost Auditors for the Financial Year ending March 31, 2021**

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 and Companies (Cost Record and Audit), Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 80,000/- (Rupees Eighty Thousand only) per annum plus applicable taxes and out of pocket expenses at actuals, as recommended by the Audit Committee and approved by the Board of Directors and set out in the Statement annexed to the Notice convening this meeting, to be paid to the Cost Auditors, Mr. Prakash Uppalapati, appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2021, be and is hereby ratified.

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

Place:
Ghaziabad

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

Kumar Ankit

Date:11th
August, 2020

**Company Secretary
FCS 9077**

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 and vote at the Meeting, pursuant to Section 113 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 and also at the Annual General meeting.
6. The Register of Directors' and key managerial personnel and their shareholding maintained under section 170 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the business hours on all working days except Saturdays at the Registered Office of the Company and also at the Annual General Meeting. An attendance slip enclosed with the notice.
7. The route map showing prominent landmark for easy location to reach the venue of the Meeting is annexed hereto.
8. Members/proxies are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
9. Information regarding particulars of Directors seeking appointment/re-appointment requiring disclosure in terms of Secretarial Standards on General meetings issued by the Institute of Company Secretaries of India [SS-2], are annexed to the Notice in Annexure 1.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 4

Mr. Anup Agarwal was appointed as an Additional Director under Section 161 of the Companies Act, 2013 (Act) of the Company with effect from 19th September, 2019 by the Board of Directors *vide* Circular Resolution. In terms of Section 161(1) of the Act, Mr. Anup Agarwal holds office only upto the date of the forthcoming Annual General Meeting but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying its intention to propose Mr. Anup Agarwal's appointment as a Director.

Mr. Anup Agarwal is a Chartered Accountant and Cost & Management Accountant having more than 22 years of experience. He is associated with Vedanta Group for more than 17 years and presently working as a Senior Vice President- Corporate Finance providing leadership to the reporting (both internal and external) vertical of the group. Previously, he was Chief Financial Officer for Sterlite Copper Division for 3 years, Talawandi Saboo Power Limited for 5 years and have also held senior leadership stints at Jharsaguda Division and Balco.

Except Mr. Anup Agarwal, no other Director or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item no. 4 of the Notice.

The Board of Directors accordingly recommends the Ordinary Resolution as set out in Item No. 4 of the accompanying Notice for approval of the Shareholders of the Company.

ITEM NO. 5

Mr. Manish Gupta, was appointed as an Additional Director of the Company under the category of executive with effect from 23rd September, 2019 to hold office till the conclusion of the next Annual General Meeting of the Shareholders of the Company.

Mr. Manish Gupta has over 29 years of experience. He holds a degree of Bachelor of Engineering in Production. He is an employee of Vedanta Limited since 2013.

The approval of the shareholders was taken for payment of remuneration amounting to Rs. 1,46,40,871/- (Rupees One Crore Forty Six Lacs Forty Thousand Eight Hundred and Seventy One only) to Mr. Manish Gupta, Director and Chief Executive Officer of the Company for the Financial Year 2019-20 in the absence of profits for the Financial Year 2019-20 during the Extra Ordinary General meeting held on 28th February, 2020.

Mr. Manish Gupta had tendered his resignation as a Whole-time Director & Chief Executive Officer with effect from close of business hours of 18th April, 2020.

In terms of the provisions of Section 196, 197, 198, Schedule V and other applicable provisions, if any, of the Act and the rules made thereunder, re-appointment of the Whole time Director & Chief Executive Officer (WTD & CEO) requires approval of the shareholders by way of ordinary resolution.

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 recommends the Ordinary Resolution as set out at Item No. 5 of the accompanying Notice for approval of the Shareholders of the Company.

Item No.6

The Board upon the recommendation of the Audit Committee, had approved the appointment and remuneration of the Mr. Prakash Uppalapati as the Cost Auditor of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021 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, 2021.

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 recommends the Ordinary Resolution as set out at Item No. 6 of the accompanying Notice for approval of the Shareholders of the Company.

Place:
Ghaziabad

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

Date: 11th
August, 2020

**Kumar Ankit
Company Secretary
FCS 9077**

Annexure I
Details in respect of Directors being appointed

Name of the Director	Mr. Anup Agarwal(08551388)	Ms. Pooja Yadava (07146082)	Mr. Manish Gupta (0008567943)
Date of Birth	24/05/1973	14/12/1980	11/01/1968
Age	47	40	52
Qualification	Chartered Accountant and Cost & Management	LLB	Bachelor of Engineering in Production
Specialised Expertise	He has more than 22 years of experience out of which more than 17 years in Group	She is a part of Vedanta Group and prior to this she has held a senior leadership role with a broad-based law firm of Priti Suri & Associates in New Delhi. She has also had international exposure while working with a law firm at Dubai, Donald Bunker and Associates.	He has more than 27 years of experience out of which more than 6 years in Group. He was previously associated with New Holland Tractors, Mahindra Renault and Daimler India Commercial.
Terms and Conditions of Appointment / Re-appointment	He was appointed as Additional Director on Board of the Company on 19 th September, 2020.	She was appointed as Additional Director on Board of the Company on 31 st March, 2015.	He was appointed as Additional Director of the Company under the category of executive with effect from 23 rd September, 2019 with remuneration amounting to Rs. 1,46,40,871/- (Rupees One Crore Forty Six Lacs, Forty Thousand, Eight Hundred and Seventy One only) for the Financial Year 2019-20 in the absence of profits for the Financial Year 2019-20.
Remuneration last drawn (including sitting fees, if any)	Nil	Nil	Rs. 1,46,40,871/-
Remuneration proposed to be paid	Nil	Nil	Nil

No. of shares held in the Company	Nil	Nil	1 Equity Share of Rs. 10/- (as Nominee of Vedanta Limited)
Date of 1st appointment on the Board	19 th September, 2019	31 st March, 2015	23 rd September, 2019
Relationship with other Directors / Key Managerial Personnel/ Managers	None as per the definition of Relatives specified in the Companies Act, 2013	None as per the definition of Relatives specified in the Companies Act, 2013	None as per the definition of Relatives specified in the Companies Act, 2013
Number of meetings of the Board attended during the year	1	3	2
Directorship in Companies	Listed/Unlisted Public Companies <ul style="list-style-type: none"> • Sterlite Ports Limited Private Companies/Section 8 Companies <ul style="list-style-type: none"> • Paradip Multi Cargo Berth Private Limited • Maritime Ventures Private Limited • Goa Sea Port Private Limited 	Listed / Unlisted Public Companies <ul style="list-style-type: none"> • Sterlite Ports Limited Private Companies / Sec 8 Companies <ul style="list-style-type: none"> • Maritime Ventures Private Limited • Paradip Multi Cargo Berth Private Limited • Goa Sea Port Private Limited 	Listed / Unlisted Public Companies Nil Private Companies / Sec 8 Companies Nil
Committee Position	Member Corporate Social Responsibility Committee-Maritime Ventures Private Limited	Member Corporate Social Responsibility Committee-Maritime Ventures Private Limited	NA

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SIPCOT Industrial Complex Madurai Bye Pass Road,
T. V. Puram P.O Thoothukudi TN 628002
Email ID: Company_Secretary@vedanta.co.in
Phone No. Tel: 0891-279 5696, Fax: 0891-279 5698
Website: www.vgcb.co.in

PROXY FORM

Member's Folio No.
DP. ID No. / Client ID.....

I/We (Name of the Member) having (Registered address) and (E-mail ID.) 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 TENTH ANNUAL GENERAL MEETING of the Company to be held on Tuesday, 15th September, 2020 at 10:00 a.m. at Tamira Niketan -1, SIPCOT Industrial Complex, Madurai By Pass Road, TV Puram P.O., Tuticorin (Tamil Nadu)-628002 and at every adjournment thereof.

Resolution

Ordinary Business

1. To receive, consider and adopt the audited Financial Statements of the Company for the Financial Year ended March 31, 2020 and Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Pooja Yadava, (DIN: 07146082), who retires by rotation and being eligible offers herself for re-appointment.
3. To consider and approve ratification of appointment of Statutory Auditors

Special Business

4. To consider appointment of Mr. Anup Agarwal as Non-Executive Director of the Company
5. To approve the appointment of Mr. Manish Gupta as whole-time Director of the Company.
6. To ratify remuneration of the Cost Auditors for the Financial Year ending March 31, 2021

Signed this day of2020

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

Affix Rs.1 Revenue Stamp

Signature

Note: This form of proxy in order to be effective should be duly completed and deposited at Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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: Company Secretary@vedanta.co.in
Phone No. Tel: 0891-279 5696, Fax: 0891-279 5698
Website: www.vgcb.co.in

Attendance Slip

(Please hand over at the entrance of the meeting duly completed and signed)
10th ANNUAL GENERAL MEETING on Tuesday, 15th September 2020 at 10:00 a.m. at Tamira Niketan -1, SIPCOT Industrial Complex, Madurai Bypass Road, TV Puram P.O., Tuticorin (Tamil Nadu)-628002

Folio No	DP. ID No. / Client ID.....
Name of the Member.....	Signature.....
Name of Proxy Holder.....	Signature.....
No. of shares held.....	E-mail ID.....

1. I / We certify that I/we am/are a registered shareholder/proxy for the registered shareholder(s) of the Company. I/We hereby record my/our presence at the 10th ANNUAL GENERAL MEETING on Tuesday, 15th September, 2020 at 10:00 a.m. at Tamira Niketan - 1, SIPCOT Industrial Complex, Madurai By Pass Road, TV Puram P.O., Tuticorin (Tamil Nadu)-628002
2. Only Member/Proxy holder can attend the Meeting.
3. Member/Proxy holder is requested to bring his/her copy of the Annual Report for reference at the Meeting

VENUE FOR THE ANNUAL GENERAL MEETING

