

NOTICE OF EXTRA ORDINARY GENERAL MEETING

VIZAG GENERAL CARGO BERTH PRIVATE LIMITED

CIN: U35100TN2010PTC075408

Regd. Address: SIPCOT Industrial Complex, Madurai Bypass Road,
T. V. Puram P.O., Tuticorin Thoothukudi, Tamil Nadu 628002

Email ID: company.secretary@vedanta.co.in

NOTICE

Notice is hereby given that the Extra- ordinary General Meeting of **VIZAG GENERAL CARGO BERTH PRIVATE LIMITED** will be held on Thursday, January 21, 2021 at 11:00 a.m. at Sesa Ghor, 20 EDC Complex, Patto, Panaji- 403001 at shorter notice to transact the following business:

SPECIAL BUSINESS:

Item No. 1

To consider and approve the Change in terms of Unsecured Compulsorily Convertible Debentures and conversion of the said debentures to Equity Shares

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

“RESOLVED THAT pursuant to the provisions of Section 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules notified thereunder (*including any amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force*) and the Subscription Agreement dated January 06, 2011 read with the addendum to the said agreement dated March 27, 2018, consent of the Shareholders of the Company be and is hereby accorded to change the terms of conversion of Unsecured Compulsorily Convertible Debentures of the Company and conversion of the said debentures into equity as per the details below:

Maturity	January 28, 2021
Nature of Security	Unsecured CCD (Non-transferable & non marketable)
Conversion Price	Upon conversion, each debenture of Rs. 1,000/- will be issued with 10 Equity Shares each of value of Rs. 100/- (Rupees One Hundred only) per share consisting of Rs. 10/- as par and Rs. 90/- as premium

RESOLVED FURTHER THAT the other terms and conditions attached to the aforesaid 15,00,000 Unsecured Compulsorily Convertible Debentures (CCD) of the Company shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby jointly/ severally authorized to sign and execute for and on behalf of the Company, any intimation(s), letter(s), deed(s), document(s), etc., and to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to this resolution.”

By Order of the Board

For Vizag General Cargo Berth Private Limited

Sd/-

Date: 19th January, 2021
Place: Delhi

Kumar Ankit
Company Secretary
F9077

NOTES:

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the 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 SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

The instrument of proxy in order to be effective should be deposited at the Registered Office of the company duly completed and signed in form MGT-11, not less than 48 hours before the commencement of the meeting. A proxy form is annexed to this notice

- 3) Corporate member(s) intending to send their authorised representative(s) to attend the Meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a duly certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- 4) Relevant documents referred to in the accompanying Notice and the explanatory Statement will be open for inspection by the members at the Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting. Such documents shall also be available at the meeting also.
- 5) The route map showing directions to reach the venue of the Meeting is annexed hereto.

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

Item No. 1:

The Company had issued Unsecured Compulsorily Convertible Debentures (CCDs) amounting to Rs. 150 Crores (15 Lakh CCDs of Rs. 1000/- each) to Vedanta Limited, holding company, in March, 2011 for 7 years. Further, the Shareholders of the Company by passing special resolution at their Extraordinary General Meeting held on March 27, 2018 extended the timeline for the conversion for a further period of 2 years 10 months. Accordingly, the said CCDs are due for maturity on January 28, 2021.

As per the initial terms and conditions, the said CCDs were issued at a conversion price such that each CCD of Rs. 1000/- will be convertible into 90 Equity Shares of Rs. 11.10 each (Rs. 10/- as nominal value and Rs. 1.10 as premium). However, the Company has obtained a valuation report dated December 10, 2020 from Mr. Arunesh Kumar Dubey, Registered Valuer (IBBI Registration No. IBBI/RV/03/2020/112786) and accordingly, it is proposed to revise the conversion price of the CCDs as each CCD of Rs. 1,000/- will be convertible into 10 Equity Shares of Rs. 100 each (Rs. 10/- as face value and Rs. 90/- as premium).

Accordingly, the Board at its meeting held on January 19, 2021 considered the matter for the alteration of terms and conditions of CCDs and thereafter recommended this matter to your approval by way of the Special Resolution.

None of the Directors or the Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolution.

By Order of the Board

For Vizag General Cargo Berth Private Limited

Sd/-

Date: 19th January, 2021

Place: Delhi

Kumar Ankit
Company Secretary
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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

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 EXTRA-ORDINARY GENERAL MEETING of the Company to be held on Thursday, January 21, 2021 at 11:00 a.m. at Sesa Ghor, 20 EDC Complex, Patto, Panaji - 403001 and at every adjournment thereof.

**Resolution
Special Business**

1. To consider and approve the Change in terms of Unsecured Compulsorily Convertible Debentures and conversion to Equity Shares

Signed this day of2021

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)
EXTRA- ORDINARY GENERAL MEETING on Thursday, January 21, 2021 at 11:00 a.m. at Sesa Ghor,
20 EDC Complex, Patto, Panaji - 403001

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 EXTRA - ORDINARY GENERAL MEETING on Thursday, January 21, 2021 at 11:00 a.m. at Sesa Ghor, 20 EDC Complex, Patto, Panaji - 403001
2. Only Member/Proxy holder can attend the Meeting.