

## 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: [CompanySecretary@vedanta.co.in](mailto:CompanySecretary@vedanta.co.in)

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

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### NOTICE OF THIRTEENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Thirteenth Annual General Meeting of the Shareholders of **VIZAG GENERAL CARGO BERTH PRIVATE LIMITED** will be held on Thursday, June 29, 2023, at 10.00 A.M. at Sesa Ghor, 20 EDC Complex Patto Panaji-Goa- 403001 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, 2023, and Reports of the Directors and Auditors thereon.

#### **SPECIAL BUSINESS**

2. To consider and approve the appointment of Mr. Chikkala Sateesh Kumar (DIN: 08879426) as Whole-time Director and CEO of the Company.

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 2(51), 2(94), 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or enactment thereof for the time being in force)

consent of the Members be and is hereby accorded to approve the appointment of Mr. Chikkala Sateesh Kumar (DIN: 08879426) as a Whole Time Director and Chief Executive Officer (Key Managerial Personnel) on the board of the Company for the period of 1 (one) years with effect from October 01, 2022 at a remuneration of upto Rs. 81,31,165/- (Rupees Eighty One Lakhs, Thirty One Thousand One Hundred and Sixty Five only) for financial year 2022-2023.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. C. Sateesh Kumar, may be revised from time to time as per decision of the management and subject to approval of the Board/Shareholder.

**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary of the Company be and is hereby severally authorized for and on behalf of the Company to sign and execute all necessary letter(s), intimation(s), document(s), etc., make statutory filings with the concerned Registrar of Companies and to do all such acts, deeds, matters and things to give effect to the above resolution.”

3. To consider and approve appointment of Mr. Vijay Chhibber (DIN: 00396838) as Non-Executive and Independent Director of the company.

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and approval of the Board of Directors for appointment of Mr. Vijay Chhibber (DIN: 00396838) as an Additional Director in the capacity of Non-Executive & Independent Director of the Company w.e.f. 19th October, 2022, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive & Independent Director on the Board of the Company for second and final term of 1 year with effect from 19th October, 2022.”

**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.”

- 4. To consider and approve appointment of Mr. Anup Agarwal (DIN: 08551388) as Non-Executive Director of the company.**

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, 161 and other applicable provisions if any of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or enactment thereof for the time being in force) Mr. Anup Agarwal (DIN: 08551388), who has been appointed as an Additional Director of the Company with effect from 17<sup>th</sup> January, 2023 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.

**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.”

- 5. To consider and approve payment of Remuneration to Whole Time Director for the F.Y. 2022-23**

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

**“RESOLVED THAT** in accordance with the provisions of 196, 197 and 198, read with Schedule V and other applicable

provisions, if any of the Companies Act, 2013 ("the Act") and Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) the Shareholders be and is hereby accorded for payment of remuneration as detailed in the explanatory statement to Mr. Chikkala Sateesh Kumar, Wole-time Director and CEO of the Company for the Financial Year 2022-23 in the absence of inadequate profits for the Financial Year 2022-23.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in the financial year during his tenure, the Company shall pay remuneration by way of salary including perquisites and allowance as specified under Part II of Schedule V to the Act, or in accordance with any statutory modification(s) thereof and this resolution be treated as consent of the Shareholders thereto under Section 197(4) of the Act.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of remuneration subject to the same not exceeding the limits specified under Section 197 of the Act, read with Schedule V as notified thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company be and are hereby severally authorized to sign and execute all necessary letter(s), paper(s), document(s), etc., for and on behalf of the Company with regard to the above and to do all such acts, deeds, matters and things as may be deemed expedient to give effect to this resolution."

**6. To consider and approve payment of commission to Independent Directors:**

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

**"RESOLVED THAT** in accordance with provisions of the Sections 197, 198 and other applicable provisions of the Act read with Schedule V of the Act and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the members be and is hereby accorded for payment of commission to Independent Directors as detailed in the explanatory statement to this notice in case the Company has no profits or the profits of the Company are inadequate.

**RESOLVED FURTHER THAT** Company Secretary / Chief Financial Officer/ Whole-time Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution."

**7. To ratify remuneration of the Cost Auditors for the Financial Year ending March 31, 2024:**

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 ₹ 85000/- (Rupees Eighty Five Thousand only) per annum plus applicable taxes and out of pocket expenses at actuals, as 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, Uppalapati & Associates LLP, 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, 2024, be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or the Company Secretary, be and is hereby authorized to do all acts, deeds, matters and things including but not limited to filing of necessary forms, returns etc. with Registrar of Companies and other authorities, if any, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

**8. To approve the re-appointment of Mr. Prasun Kumar Mukherjee (DIN: 00015999) as a Non-Executive Director and Independent Director of the Company:**

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

**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the approval of the Board of Directors for the appointment of Mr.

Prasun Kumar Mukherjee (DIN: 00015999) as an Additional Director in the capacity of Non-Executive & Independent Director on the Board of the Company for second and final term of 2 years from 01st September, 2022 till 31st August, 2024 and 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 re-appointment and in respect of whom the Company has received a notice in writing from a member in terms of Section 160(1) of the Act proposing his candidature and who holds the office as such upto the date of this Annual General Meeting, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation to hold the office for second and final term of 2 years from 01st September, 2022 till 31st August, 2024.

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

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

Sd/-  
**Kamalakanta Sahoo**  
**Company Secretary**  
**ACS64857**

**Date: April 17, 2023**

**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 OF THE COMPANY.
3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SAME PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A PROXY DOES NOT HAVE THE RIGHT TO SPEAK AT THE MEETING AND CAN VOTE ONLY ON A POLL.
4. 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.
5. 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.
6. 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 a Company a certified a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
7. Members/proxies/authorized representatives are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
8. 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. Such documents shall be available at the Meeting also.
9. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies act, 2013 and register of contracts and agreements maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Meeting.
10. The route map showing directions to reach the venue of the Meeting is annexed hereto.
11. 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. 2**

Mr. Chikkala Sateesh Kumar was appointed as an Additional Director designated as Whole time Director (Key Managerial Personnel) of the Company with effect from 1st October, 2022 to hold office till the conclusion of the next Annual General Meeting of the Shareholders of the Company.

Mr. C. Sateesh Kumar is an engineer by qualification. He holds an M.Tech Degree from NIT, Durgapur and a B.Tech from JNTU. He has a total experience of more than 17 years having started his career with Hindalco in 2004. He joined the Vedanta Group in 2005 with Vedanta Aluminium Limited, Lanjigarh. Thereafter, he was the Chief Commercial Officer for Talwandi Sabo Power Limited, Mansa. He is currently Whole time Director and Chief Executive Officer of the Company and his term is ending on 30th September, 2022.

In terms of the provisions of Section 196, 197, 198, Schedule V and other applicable provisions, if any of the Companies Act, 2013 ("the Act") and Rules made thereunder, (including any statutory modification(s) or reenactment thereof for the time being in force), reappointment of the Whole time Director (WTD) requires approval of the shareholders by way of ordinary resolution.

The details of Director seeking appointment are enclosed as "Annexure I" to this Notice.

Except Mr. Chikkala Sateesh Kumar, 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. 2 of the accompanying Notice for approval of the Shareholders of the Company.

### **Item No. 3**

Mr. Vijay Chhibber (DIN: 00396838) was appointed as Additional Director in the capacity of Non-Executive & Independent Director on the Board of the Company for second and final term of 1 year with effect from 19th October, 2022.

The Company has also received a notice in writing from a member proposing the candidature of Mr. Vijay Chhibber (DIN: 00396838) to be appointed as Director of the Company. The Company has also received a declaration from Mr. Vijay Chhibber (DIN: 00396838) confirming that he meets the criteria of independence under the Companies Act, 2013 Further, the Company has also received Mr. Vijay Chhibber (DIN: 00396838) consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Mr. Vijay Chhibber was a member of the Indian Administrative Service (1978 batch) who had a distinguished career in the civil service spanning 38 years. He held varied posts both in the State and Central Governments, including the key sectors like Finance, Industrial Development, Health, Commerce, Fertilizers, Cabinet Secretariat, Shipping & Defense. He retired as Secretary, M/o Road Transport and Highways, during which tenure he also held the post of the Chairman National Highway Authority of

India (NHAI) and Chairman National Highways and Infrastructure Development Corporation Limited (NHIDCL). Mr. Chhibber was an advisor with Vedanta and Sterlite Power. He has also been Advisor to the Chief Minister of Tripura He is an alumnus of St. Paul's School Darjeeling, St. Stephen's College and The National Defense College, Delhi (38th Course). He is presently the Director General of Electric Power Transmission Association (EPTA).

The details of Director seeking appointment are enclosed as "Annexure I" to this Notice.

Except Mr. Vinay Chhibber (DIN: 00396838), being appointee, 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 No. 3.

The Board of Directors accordingly recommend the Special Resolution at Item No. 3 of the accompanying Notice for approval of the members of the Company.

#### **Item No. 4**

Mr. Anup Agarwal was appointed as an Additional Director under Section 161 of the Companies Act, 2013 of the Company with effect from 17<sup>th</sup> January, 2023 by the Board of Directors.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Anup Agarwal holds office upto the date of this ensuing AGM and is eligible for appointment as a Director. The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Anup Agarwal.

The details of Director seeking appointment are enclosed as "Annexure I" to this Notice.

Except Mr. Anup Agarwal, being appointee, 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 No. 4.

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

#### **Item No. 5**

The payment of remuneration to Mr. Chikkala Sateesh Kumar as Whole-time Director of the Company for the F.Y. 2022-23 requires the approval of Members in General Meeting.

The details required to be disclosed as per Schedule V of the Act have been detailed in Annexure II to this Statement.

In terms of Section 197 of the Companies Act, 2013 in case a company has inadequate or no profits, remuneration can be paid to a Director including Managing Director, Whole-time Director or Manager with the approval of the Members of the Company by way of a Special Resolution at a General Meeting.

The members may note that during the FY 2022-23 the Company has reported Profit After Tax of ₹ 31.31 Crores. The Board of Directors in its meeting held on 17<sup>th</sup> April, 2023 approves payment of remuneration including variable upto Rs. 81,31,165/- to Mr. C. Sateesh Kumar, Whole Time Director of the Company for FY 2022-23 in case of no profits or when the profits are inadequate.

The Board have approved payment of remuneration to Mr. Chikkala Sateesh Kumar, during the financial year(s) in which the Company has no profits or if the profits are inadequate, in terms on Schedule V of the Act on 17<sup>th</sup> April, 2023, subject to the approval of shareholders.

The Board accordingly recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

Except for Mr. Chikkala Sateesh Kumar, none of the Directors or Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested financial or otherwise, in the resolution set out at Item no. 5 of the Notice.

#### **Item No. 6**

Pursuant to Section 197 of the Companies Act, 2013, if in any financial year a company has no profits or if the profits are inadequate, payment of remuneration to its directors, including any managing or whole-time director or manager or any other non-executive director, including an independent director shall be in accordance with the provisions of Schedule V of the Act, as amended from time to time.

The members may note that during the FY 2022-23 the Company has reported Profit After Tax of ₹ 31.31 Crores. The Board shall approve remuneration payable to the Independent Directors in terms of Section 197 read with Schedule V of the Act, as amended from time to time.

The Board of Directors in its meeting held on 17<sup>th</sup> April, 2023 has approved payment of commission to the Non-Executive Directors, during the financial year(s) in which the Company has no profits or if the profits are inadequate, in

terms on Schedule V of the Act, subject to the approval of shareholders as per the below mentioned details:

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Proposed Commission for FY 2022-23 (₹ in lakhs)</b>
1	Mr. Vijay Chhibber (DIN: 00396838) - Non-Executive Independent Director	12.90
2	Mr. Prasun Kumar Mukherjee (DIN: 00015999)- Non-Executive Independent Director	6.84

The details required to be disclosed as per Schedule V of the Act have been detailed in Annexure II to this Statement.

The Board accordingly recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.

Except Independent Directors to whom the resolution relates, are concerned or interested (financially or otherwise), none of the Directors, Key Managerial Personnel and their respective relatives are interested in the resolution mentioned at Item No. 6 of the Notice except to the extent of their shareholding.

#### **Item No.7**



The Board had approved the appointment and remuneration of the Uppalapati & Associates LLP 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, 2023 at an annual remuneration of Rs. - 85000/- (Rupees Eighty Five 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 Uppalapati & Associates LLP, Cost Auditor of the Company for the financial year ending March 31, 2024.

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 Resolution as set out at Item No. 7 of the Notice for approval of the Members as an Ordinary Resolution.

#### **Item No. 8**

Mr. Prasun Kumar Mukherjee (DIN: 00015999) was appointed as an Additional Director in the capacity of Non-Executive & Independent Director on the Board of the Company for second and final term of 2 years from 01st September, 2022 till 31st August, 2024.

As an Additional Director, Mr. Prasun Kumar Mukherjee holds the office till the date of this AGM and is eligible for re-

appointment as an Independent Director of the Company.

The Company has also received a notice in writing from a member proposing the candidature of Prasun Kumar Mukherjee. The Company has also received a declaration from Prasun Kumar Mukherjee (DIN: 00015999) that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 Further, the Company has also received Prasun Kumar Mukherjee (DIN: 00015999) consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Mr. Prasun Kumar Mukherjee has a bachelor's degree in commerce from Calcutta University. He is an Associate Member of the Institute of Cost Accountants of India, and a fellow of the Institute of Chartered Accountants of India. He has 40 years of experience in finance, accounts, costing, taxation, legal and general management. He has held the position of Executive Director of Sesa Goa and the Vedanta Group's Iron Ore business from 2006 to 2014. He joined Sesa Goa Limited in 1987.

Mr. Mukherjee was ranked as one of India's Best Chief Financial Officers (CFOs) in the year 2005 by Business Today magazine and as India's most 'Valuable' CEO by the Business World magazine in 2009. He is currently a member of the Managing Committee of Goa Chamber of Commerce & Industries (GCCCI) and also a Mentor to Mining & Mining Infrastructure Committee. He is presently also a member of the Strategy Board of Global Risk Management Institute (GRMI), Gurugram, Haryana, India.

Save and Except Mr. Prasun Kumar Mukherjee, no other Director or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 8 of the Notice except to the extent of their shareholding.

The Board of Directors accordingly recommends the Special Resolution as set out in Item No. 8 of the accompanying Notice for approval of the Shareholders of the Company.

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

Sd/-  
**Kamalakanta Sahoo**

**Date: April** **Company Secretary**  
**17, 2023** ACS 64857

**Annexure I**  
**Annexure to the Notice of AGM**

Details pursuant to Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India of Directors seeking appointment/ re-appointment at this Annual General Meeting:

**Details in respect of Directors being re-appointed.**

<b>Name of the Director</b>	Mr. Chikkala Sateesh Kumar (DIN: 08879426)	Mr. Vijay Chibber (DIN: 00396838)	Mr. Anup Agarwal (DIN: 08551388)	Mr. Prasun Kumar Mukherjee (DIN: 00015999)
<b>Date of Birth</b>	May 05,1980	December 12, 1955	24 <sup>th</sup> May, 1973	1 <sup>st</sup> December, 1955
<b>Age</b>	43 Years	77	50 Years	67 Years
<b>Qualification</b>	Engineer, M.tech	Indian Administrative Service (1978 batch)	Chartered Accountant and Cost & Management Accountant	Bachelor's degree in Commerce from Calcutta University. He is an Associate Member of the Institute of Cost Accountants of India, and a fellow of the Institute of Chartered Accountants of India.
<b>Specialised Expertise</b>	He has a total experience of 16 years having started his career with Hindalco in 2004. He joined the Vedanta Group in 2005 with Vedanta Aluminium Limited, Lanjigarh. Thereafter, he was the Chief Commercial Officer for Talwandi Sabo Power Limited, Mansa. He is	<i>Mr. Vijay Chhibber was a member of the Indian Administrative Service (1978 batch) who had a distinguished career in the civil service spanning 38 years. He held varied posts both in the State and Central Governments, including the key sectors like Finance, Industrial Development, Health, Commerce, Fertilizers, Cabinet Secretariat, Shipping &amp; Defense.</i>	He worked as Senior Vice President- Corporate Finance, Chief Financial Officer for Sterlite Copper Division for 3 years, Talwandi Saboo Power Limited for 5 years and have also held senior leadership stints at Jharsuguda Division and Balco.	He has 40 years of experience in finance, accounts, costing, taxation, legal and general management. He has held the position of Executive Director of Sesa Goa and the Vedanta Group's Iron Ore business from 2006 to 2014. He joined Sesa Goa Limited in 1987.

	currently the Whole-time Director and Dy. Chief Executive Officer of Vizag General Cargo Berth Private Limited	<i>He retired as Secretary, M/o Road Transport and Highways, during which tenure he also held the post of the Chairman National Highway Authority of India (NHAI) and Chairman National Highways and Infrastructure Development Corporation Limited (NHIDCL). Mr. Chhibber was an advisor with Vedanta and Sterlite Power. He has also been Advisor to the Chief Minister of Tripura He is an alumnus of St. Paul's School Darjeeling, St. Stephen's College and The National Defense College, Delhi (38th Course). He is presently the Director General of Electric Power Transmission Association (EPTA).</i>		Mr. Mukherjee was ranked as one of India's Best Chief Financial Officers (CFOs) in the year 2005 by Business Today magazine and as India's most 'Valuable' CEO by the Business World magazine in 2009. He is currently a member of the Managing Committee of Goa Chamber of Commerce & Industries (GCCCI) and also a Mentor to Mining & Mining Infrastructure Committee. He is presently also a member of the Strategy Board of Global Risk Management Institute (GRMI), Gurugram, Haryana, India.
<b>Terms and Conditions of Appointment/Re-appointment</b>	He was appointed as an Additional Director designated as Whole time Director (Key Managerial Personnel) of the Company	He was appointed as an Additional Director in the capacity of Non-Executive & Independent Director on the Board of the Company.	He was appointed as an Additional Director of the Company	He was appointed as an Additional Director of the Company in the capacity of Non-Executive & Independent Director on the Board of the Company
<b>Remuneration last drawn</b>	Upto Rs.81,31,165/-	NA	Nil	Nil

<b>(including sitting fees, if any)</b>				
<b>Remuneration proposed to be paid</b>	As may be decided by Board	As may be decided by Board	As may be decided by Board	As may be decided by Board
<b>No. of shares held in the Company</b>	Nil	Nil	Nil	Nil
<b>Date of 1<sup>st</sup> appointment on the Board</b>	1 <sup>st</sup> October, 2020	1 <sup>st</sup> September 2020	17 <sup>th</sup> January, 2023	1 <sup>st</sup> September 2020
<b>Relationship with other Directors / Key Managerial Personnel/ Managers</b>	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	None as per the definition of Relatives specified in the Companies Act, 2013
<b>Number of meetings of the Board attended during the year</b>	5	4	1	5
<b>Directorship in Companies</b>	<b>Unlisted Public/Private Companies</b> Vizag General Cargo Berth Private Limited Paradip Multi Cargo Berth Private Limited Sterlite Ports Limited Goa Sea Ports Private Limited	<b>Listed Public Companies</b> Century Plyboards (India) Ltd Pyrites Phosphates & Chemicals Limited Dilip Buildcon Limited <b>Unlisted Public Companies</b> Sagarmala Coastal Limited <b>Private Companies/Section 8 Companies</b> Vizag General Cargo Berth Private Limited	<b>Unlisted Public/Private Companies</b> Vizag General Cargo Berth Private Limited	<b>Unlisted Public/Private Companies/Section 8 Companies</b> Vizag General Cargo Berth Private Limited  ESL Steel Limited  Sesa Community Development Foundation

		Isbir Mewar Bulk Bag Private Limited Reach to Teach Foundation		
<b>Committee Position</b>	NA	<ul style="list-style-type: none"> <li>• Member of Nomination and Remuneration Committee of Century Plyboards (India) Limited</li> <li>• Chairman of Corporate Social Responsibility Committee of Dilip Buildcon Limited</li> <li>• Member of Group Corporate Governance Committee of Dilip Buildcon Limited</li> </ul>	NA	

**Annexure - II**  
**Annexure to the Notice of AGM**

Details pursuant to Schedule V of Companies Act, 2013:

**General information:**

**(1) Nature of industry:** The Company is mainly involved in Coal Handling & Maritime Services. The Company was incorporated in pursuance to the Letter of Award by Vishakhapatnam Port Trust (VPT) a major port, for the purpose of Mechanizing and Modernizing the General Cargo Berth at the outer Harbor of Vishakhapatnam Port.

**(2) Date ~~or expected date~~ of commencement of commercial production:** April 2013

**(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: (₹ in Cores)**

S. No.	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
1.	Total Income	179.34	164.36
2.	Total Expenses	206.36	188.63
3.	Profit/ (loss) before tax	(27.02)	(24.27)
4.	Profit/ (loss) after tax	(31.32)	(23.31)
5.	Total Comprehensive Income/ (Loss) for the period	(31.31)	(23.12)

**(5) Foreign investments or collaborations, if any.:** Not Applicable

## II. Information about the Directors

Particulars	Mr. PK Mukherjee	Mr. Vijay Chhibber	Mr. Chikkala Sateesh Kumar	Mr. Anup Agarwal
<b>(1) Background details</b>	<p>Mr. Prasun Kumar Mukherjee has a Bachelor's degree in Commerce from Calcutta University. He is an Associate Member of the Institute of Cost Accountants of India, and a fellow of the Institute of Chartered Accountants of India. He has 40 years of experience in finance, accounts, costing, taxation, legal and general management. He has held the position of Executive Director of Sesa Goa and the Vedanta Group's Iron Ore business from 2006 to 2014. He joined Sesa Goa Limited in 1987.</p> <p>Mr. Mukherjee was ranked as one of India's Best Chief Financial Officers (CFOs) in the year 2005 by Business</p>	<p>Mr. Vijay Chhibber was a member of the Indian Administrative Service (1978 batch) who had a distinguished career in the civil service spanning 38 years. He held varied posts both in the State and Central Governments, including the key sectors like Finance, Industrial Development, Health, Commerce, Fertilizers, Cabinet Secretariat, Shipping &amp; Defense. He retired as Secretary, M/o Road Transport and Highways, during which tenure he also held the post of the Chairman National Highway Authority of India (NHAI) and Chairman National Highways and Infrastructure</p>	<p>Mr. Chikkala Sateesh Kumar is an engineer by qualification. He holds an M.Tech Degree from NIT, Durgapur and a B.Tech from JNTU. He has a total experience of 16 years having started his career with Hindalco in 2004. He joined the Vedanta Group in 2005 with Vedanta Aluminium Limited, Lanjigarh. Thereafter, he was the Chief Commercial Officer for Talwandi Sabo Power Limited, Mansa. He is currently the Whole-time Director and Dy. Chief Executive Officer of Vizag General Cargo Berth Private Limited</p>	<p>Mr. Anup Agarwal is a Chartered Accountant and Cost &amp; Management Accountant having more than 24 years of experience. He is associated with Vedanta Group for more than 19 years and presently working as a Sector CFO – Aluminum sector. Previously, he worked as Senior Vice President-Corporate Finance, Chief Financial Officer for Sterlite Copper Division for 3 years, Talwandi Saboo Power Limited for 5 years and have also held senior leadership stints at Jharsuguda Division and Balco.</p>



	<p>Today magazine and as India's most 'Valuable' CEO by the Business World magazine in 2009. He is currently a member of the Managing Committee of Goa Chamber of Commerce &amp; Industries (GCCCI) and also a Mentor to Mining &amp; Mining Infrastructure Committee. He is presently also a member of the Strategy Board of Global Risk Management Institute (GRMI), Gurugram, Haryana, India</p>	<p>Development Corporation Limited (NHIDCL). Mr. Chhibber was an advisor with Vedanta and Sterlite Power. He has also been Advisor to the Chief Minister of Tripura He is an alumnus of St. Paul's School Darjeeling, St. Stephen's College and The National Defense College, Delhi (38th Course). He is presently the Director General of Electric Power Transmission Association (EPTA).</p>		
<b>(2) Past remuneration</b>	<p>FY 2022-23: Sitting Fess of Rs. 3.10 lakhs and Commission of Rs. 6.84 lakhs  FY 2021-22: Sitting Fess of Rs. 3.10 lakhs and Commission of Rs. 6.84 lakhs  FY 2020-21: Sitting Fess of Rs. 2.35 lakhs and Commission of Rs. 3.83 lakhs</p>	<p>FY 2022-23: Sitting Fess of Rs. 2.60 lakhs and Commission of Rs. 12.90 lakhs  FY 2021-22: Sitting Fess of Rs. 3.10 lakhs and Commission of Rs. 14.85 lakhs  FY 2020-21: Sitting Fess of Rs. 2.35 lakhs and Commission of Rs. 7.99 lakhs</p>	<p>FY 2022-23: Rs.81,31,165/-  FY2021-22: Rs.90,26,710/-  FY 2020-21: Rs. 56,00,873/-</p>	<p>Nil</p>

<b>(3) Recognition or awards</b>	As covered in (1) above	As covered in (1) above	As covered in (1) above	As covered in (1) above
<b>(4) Job profile and his / her suitability</b>	As covered in (1) above	As covered in (1) above	As covered in (1) above	As covered in (1) above
<b>(5) Remuneration proposed</b>	Remuneration and Commission as approved by Board as per provisions of Companies Act, 2013			
<b>(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</b>				
<b>(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.</b>	None	None	None	None

### **III. Other information:**

#### **(1) Reasons of loss or inadequate profits**

Major reason for loss is the increased competition at east coast region, which effected volume diversion, and VGCB has restriction on road bound cargo handling. Additionally, policy level changes under “Aatma-nirbhar bharat” introduced by government for reduction of import of coal & using domestic coal has also impacted the Company’s business operations.

#### **(2) Steps taken or proposed to be taken for improvement**

Requesting Ministry of Port Shipping and Waterways (MOPSW) for allowing handling of multi cargo and 90% long term contract with major importers of region and obtaining permission for additional road bound cargo.

#### **(3) Expected increase in productivity and profits in measurable terms**

Targeting to handle a volume of 8 MT in FY24 with an estimated EBITDA of Rs. 74 Crs.

## 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](mailto:Company Secretary@vedanta.co.in)

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

Website: [www.vgcb.co.in](http://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 THIRTEENTH ANNUAL GENERAL MEETING of the Company to be held on Thursday, June 29, 2023, at 10.00 A.M. at Sesa Ghor, 20 EDC Complex, Patto, Panaji, Goa-403001and 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, 2023, and Reports of the Directors and Auditors thereon.

#### Special Business

2. To consider and approve appointment of Mr. Chikkala Sateesh Kumar (DIN: 08879426) as Whole-time Director and CEO of the Company.
3. To consider and approve appointment of Mr. Vijay Chibber (DIN: 00396838) as Non-Executive and Independent Director of the company.
4. To consider and approve appointment of Mr. Anup Agarwal (DIN: 08551388) as Non-Executive Director of the company.
5. To consider and approve payment of Remuneration to Whole Time Director for the F.Y. 2022-23
6. To consider and approve payment of commission to Independent Directors for FY 2022-23
7. To ratify remuneration of the Cost Auditors for the Financial Year ending March 31, 2024
8. To approve the re-appointment of Mr. Prasun Kumar Mukherjee (DIN: 00015999) as a Non-Executive Director and Independent Director of the Company

Signed this ..... day of .....2023  
Proxy form must reach the Company's Regd. Office,  
at \_\_\_\_\_, 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](mailto:Company Secretary@vedanta.co.in)  
Phone No. Tel: 0891-279 5696, Fax: 0891-279 5698  
Website: [www.vgcb.co.in](http://www.vgcb.co.in)

**Attendance Slip**

(Please hand over at the entrance of the meeting duly completed and signed)  
THIRTEENTH ANNUAL GENERAL MEETING on Thursday June 29, 2023, at 10.00 a.m.  
at Sesa Ghor, 20, EDC Complex, Patto Panaji-Goa,  
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 THIRTEENTH ANNUAL GENERAL MEETING on Thursday June 29, 2023, at 10.00 A.M. at Sesa Ghor, 20 EDC Complex, Patto Panaji,Goa-403001.
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.