

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

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

Website: www.vgcb.co.in



NOTICE OF ELEVENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Eleventh Annual General Meeting of the Shareholders of VIZAG GENERAL CARGO BERTH PRIVATE LIMITED will be held on Wednesday, 4th August, 2021, 2021 at 11.00 A.M. at Sesa Ghor, 20 EDC Complex Patto Panaji-Goa 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, 2021, and Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Chikkala Sateesh Kumar, (DIN: 08879426), who retires by rotation and being eligible offers himself for re-appointment.
3. **To consider and approve re-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, 142 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of Audit Committee

and Board of Directors, approval of the members of the Company be and is hereby accorded to re-appoint, S.R. Batliboi & Co. LLP, Chartered Accountants, Mumbai (Firm's Registration No. is 301003E / E300005) as Statutory Auditors of the Company, for a further period of five (5) consecutive years, to hold office from the conclusion of this Annual General Meeting i.e. Eleventh Annual General Meeting until the conclusion of nineteenth Annual General Meeting to be held in year 2026.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized to fix such remuneration, determine and the reimburse of out-of-pocket expenses, if any incurred in the course of audit.

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

SPECIAL BUSINESSES

4. **To consider and approve appointment of Mr. Sauvick Mazumder (DIN: 07558996) 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 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) and on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors for appointment of, Mr. Sauvick Mazumder (DIN: 07558996), who has been appointed as an Additional Director of the Company with effect from January 19, 2020 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 or the Company Secretary 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 the appointment of Mr. Chikkala Sateesh Kumar (DIN: 08879426) 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 2(51), 2(94), 178, 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 re-enactment thereof for the time being in force) and pursuant to the recommendations of Nomination & Remuneration Committee and Board of Directors consent of the Company be and is hereby accorded to approve the appointment of Mr. Chikkala Sateesh Kumar as whole-time Director of the Company for a period of 2 years with effect from 1st October, 2020 upto 30th September, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company or the Company Secretary 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 consider and approve payment of Remuneration to Whole Time Director for the F.Y. 2020-21

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) approval of the Shareholders be and is hereby accorded for payment of remuneration amounting to Rs. 56,00,873/- (Rupees Fifty-Six Eight Hundred and Seventy Three only) to Mr. Chikkala Sateesh Kumar Wole-time Director of the Company for the Financial Year 2020-21

in the absence of profits for the Financial Year 2020--21.

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 based on the recommendation of the Nomination & Remuneration Committee 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.”

7. 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), on the recommendation of the Nomination & Remuneration Committee and Audit Committee, 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.”

8. To ratify remuneration of the Cost Auditors for the Financial Year ending March 31, 2022:

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 ₹ 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, 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, 2022, 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.”

Place: For and on behalf of
Visakhapatnam, the Board of
Andhra Pradesh Directors of
Vizag General
Cargo Berth
Private Limited

Sd/-
Chikkala Sateesh
Kumar
Date: 7th July, 2021 **Wholetime Director**
DIN 08879426

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. Sauvick Mazumder was appointed as an Additional Director under Section 161 of the Companies Act, 2013 (Act) of the Company with effect from January 19, 2021. In terms of Section 161(1) of the Act, Mr. Sauvick Mazumder 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. Sauvick Mazumder's appointment as a Director.

Mr. Sauvick Mazumdar is a B.Tech-Mining Engg. From NIT, Suratkal and has obtained a First Class Mines Manager's Certificate of Competency from Directorate - General of Mines Safety, Ministry of Labour, Govt. of India, Dhanbad. He has more than 26 years of experience in Group and is currently Chief Executive Officer of the Iron Ore Business of Vedanta Limited.

Except Mr. Sauvick Mazumder, 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. 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, 2020 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 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 Dy. Chief Executive Officer of the Company.

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 re-enactment thereof for the time being in force), reappointment of the Whole time Director (WTD) requires approval of the shareholders by way of ordinary resolution.

Except Mr. Chikkala Sateesh Kumar, no other 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

Mr. Chikkala Sateesh Kumar was appointed as Whole-time Director and Deputy Chief Executive Officer of the Company pursuant to the provisions of

Section 2(51), 2(94), 178, 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 re-enactment thereof for the time being in force) with effect from 1st October, 2020. It may be noted that Mr. Chikkala Sateesh Kumar has provided a declaration that he fulfils the criteria provided under Part I of Schedule V of the Companies Act, 2013 with regard to the said appointment.

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 2020-21 the Company has reported loss of ₹ 23.49 Crores.

In view of the above, payment of remuneration to Mr. Chikkala Sateesh Kumar as Whole-time Director and Deputy Chief Executive Officer for the F.Y. 2020-21 (w.e.f 1st October, 2020) 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.

The Board on recommendation of the Nomination & Remuneration Committee of the Company have approved payment of remuneration to Mr. 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 7th July, 2021, subject to the approval of shareholders.

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

Item No. 7

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 2020-21 the Company has reported loss of ₹ 23.49 Crores. The Board on recommendation of Nomination & Remuneration Committee 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 on recommendation of the Nomination & Remuneration Committee and Audit Committee of the Company 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, on 7th July, 2021, subject to the approval of shareholders.

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. 7 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. 7 of the Notice except to the extent of their shareholding.

Item No.8

The Board upon the recommendation of the Audit Committee, 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, 2022 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 Uppalapati & Associates LLP, Cost Auditor of the Company for the financial year ending March 31, 2022.

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. 8 of the Notice for approval of the Members as an Ordinary Resolution.

Place: Visakhapatnam,
Andhra Pradesh

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

Sd/-
Chikkala Sateesh Kumar
Wholetime Director
DIN 08879426

Date: 7th July, 2021

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.

Name of the Director	Mr. Chikkala Sateesh Kumar	Mr. Sauvick Mazumder
Date of Birth	May 05,1980	August 12, 1971
Age	40 Years	49 Years
Qualification	Engineer, M.tech	B.Tech- Mining Engineer
Specialised Expertise	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 & Dy. Chief Executive Officer of the Company.	He has obtained a First Class Mines Manager's Certificate of Competency from Directorate - General of Mines Safety, Ministry of Labour, Govt. of India, Dhanbad.
Terms and Conditions of Appointment / Re-appointment	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 of the Company
Remuneration last drawn (including sitting fees, if any)	Rs. 56,00,873/- per annum	Nil

Remuneration proposed to be paid		
No. of shares held in the Company	Nil	1 Equity Share as nominee of Vedanta Limited
Date of 1st appointment on the Board	1 st October, 2020	January 19, 2021
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
Number of meetings of the Board attended during the year	2	None
Directorship in Companies	<p>Listed/Unlisted Public Companies</p> <p>1. Sterlite Ports Limited</p> <p>Private Companies/Section 8 Companies</p> <p>2. Goa Sea Port private Limited</p> <p>3. Paradip Multi Cargo Berth Private Limited</p>	<p>Listed / Unlisted Public Companies</p> <p>1. Sesa Resources Limited</p> <p>2. Sesa Mining Corporation Limited</p> <p>3. Sterlite Iron and Steel Company Limited</p> <p>4. Sterlite Ports Limited</p> <p>5. Ferro Alloys Corporation Limited</p> <p>6. Facor Power Limited</p>

		<p>Private Companies / Sec 8 Companies</p> <ol style="list-style-type: none"> 7. Sesa Community Development Foundation 8. Goa Sea Port private Limited 9. Paradip Multi Cargo Berth Private Limited 10. Maritime Venture Private Limited 11. Goa Maritime Private Limited
Committee Position	Member of Audit Committee of Vizag General Cargo Berth Private Limited	<p>Member of Nomination and Remuneration Committee of Vizag General Cargo Berth Private Limited and Facor Power Limited</p> <p>Member of Corporate Social Responsibility Committee of following Companies</p> <ul style="list-style-type: none"> • Sesa Resources Limited • Sesa Mining Corporation Limited • Maritime Ventures Private Limited • Ferro Alloys Corporation Limited

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, 2021	Year ended March 31, 2020
1.	Total Income	111.85	174.87
2.	Total Expenses	135.46	199.20
3.	Profit/ (loss) before tax	(23.61)	(24.32)
4.	Profit/ (loss) after tax	(8.58)	31.81
5.	Total Comprehensive Income/ (Loss) for the period	(8.46)	31.52

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

II. Information about the Directors

Particulars	Mr. PK Mukherjee	Mr. Vijay Chhibber	Mr. R Kannan	Mr. A R Narayanaswamy	Mr. Chikkala Sateesh Kumar
(1) Background details	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 39 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	Mr. Vijay Chhibber was a member of the Indian Administrative Service (1978 batch) who had a distinguished career in the civil service spanning 37 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	Mr. R Kannan brings with him over 30 years of rich experience in the areas of banking, corporate finance, capital markets and corporate advisory. He has been member of High Power Committees, appointed by the Government of India, for Stock Transfer Reforms, Bank Finance against stocks, entry norms for private sector mutual funds, Safety Net Mechanism for equity offerings, Bank finance for diamond trade, SEBI Deregulation for recognition of SROs in financial services. Mr. Kannan is a Post Graduate in Mathematics from Madras University,	Mr. Allam Pallam Ramakrishnan Narayanaswamy is a Chartered Accountant based in Mumbai. He has more than 40 years of experience in the areas of finance, accounting and running businesses. Mr. A R Narayanaswamy is a Bachelor of Commerce (B.Com.) from the University of Mumbai. He is a member of the Institute of Chartered Accountants of India. He consults for companies in accounting, financial management and information technology areas across several	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>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 Chairman of its Mining & Mining Infrastructure Committee. He is presently also a member of the Strategy Board of Global Risk Management Institute (GRMI), Gurugram, Haryana, India</p>	<p>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</p>	<p>PGDMS from Bombay University and Certified Associate of Indian Institute of Bankers with Industrial Finance.</p>	<p>industry verticals.</p>	
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		Association (EPTA).			
(2) Past remuneration	FY 2020-21: Sitting Fess of Rs. 2.35 lakhs and Commission of Rs. 3.83 lakhs FY 2019-20: Nil	FY 2020-21: Sitting Fess of Rs. 2.35 lakhs and Commission of Rs. 7.99 lakhs FY 2019-20: Nil	FY 2020-21: Sitting Fess of Rs. 1.11 lakhs and Commission of Rs. 2.52 lakhs FY 2019-20: Sitting Fess of 2,10,000/-	FY 2020-21: Sitting Fess of Rs. 1.11 lakhs and Commission of Rs. 2.77 lakhs FY 2019-20: Sitting Fess of Rs. 2,10,000/-	FY 2020-21: Rs. 56,00,873 FY 2019-20: NA
(3) Recognition or awards	As covered in (1) above	As covered in (1) above	As covered in (1) above	As covered in (1) above	As covered in (1) above
(4) Job profile and his / her suitability	As covered in (1) above	As covered in (1) above	As covered in (1) above	As covered in (1) above	As covered in (1) above
(5) Remuneration proposed	Remuneration and Commission as approved by Board on recommendation of the Nomination & Remuneration Committee as per provisions of Companies Act, 2013				
(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)	The proposed remuneration is comparable and commensurate with the size and nature of business of the Company and the responsibility of the Directors. The Nomination & Remuneration Committee of the Company have taken into consideration of industry benchmark for payment of remuneration.				
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial	None	None	None	None	None

personnel or director, if any.	other					
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III. Other information:

(1) Reasons of loss or inadequate profits

Major reason being lower volume handling due to COVID-19 impact and Policy level changes in name of "Aatma-nirbhar bharat" introduced by government for reduction of import of coal & using domestic coal.

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

Advocacy of MOPSW for multi cargo and 90% long term contract with major importer of region

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

Targeting to handle a volume of 6.97 MT in FY22 with an estimated EBITDA of Rs. 58 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

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 ELEVENTH ANNUAL GENERAL MEETING of the Company to be held on 4th August, 2021, 2021 at 11.00 A.M. at Sesa Ghor, 20 EDC Complex, Patto, Panaji, Goa-403001_____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, 2021, and Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mr. Chikkala Sateesh Kumar, (DIN: 08879426, who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and approve re- appointment of Statutory Auditors.

Special Business

4. To consider and approve appointment of Mr. Sauvick Mazumder (DIN: 07558996) as Non-Executive Director of the Company
5. To consider and approve the appointment of Mr. Chikkala Sateesh Kumar (DIN: 08879426) as Whole-time Director of the Company:
6. To consider and approve payment of Remuneration to Whole Time Director for the F.Y. 2020-21
7. To consider and approve payment of commission to Independent Directors:
8. To ratify remuneration of the Cost Auditors for the Financial Year ending March 31, 2022:

Signed this day of2021

Proxy form must reach the Company's Regd. Office, at _____, not less than 48 hours before the commencement of the meeting.

Signature

Affix Rs.1
Revenue
Stamp

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.

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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)

11th ANNUAL GENERAL MEETING on 4th August, 2021, 2021 at 11.00 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 11th ANNUAL GENERAL MEETING on 4th August, 2021, 2021 at 11.00 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