

## VIZAG GENERAL CARGO BERTH PRIVATE LIMITED

CIN: U35100TN2010PTC075408

SIPCOT Industrial Complex Madurai Bye Pass Road,

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

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### **Corrigendum to the Notice of the 10<sup>th</sup> Annual General Meeting to the Shareholders of Vizag General Cargo Berth Private Limited**

This corrigendum is issued in continuation to the Notice (Original Notice) dated 11<sup>th</sup> August, 2020 for the 10<sup>th</sup> Annual General Meeting of the Shareholders of Vizag General Cargo Berth Private Limited scheduled to be held on Tuesday, 15<sup>th</sup> September, 2020 at 10:00 a.m. at Tamira Niketan-1 SIPCOT Industrial Complex, Madurai By Pass Road, Tuticorin (Tamil Nadu) – 628002 to transact Five business items (3 Ordinary Business and 2 Special Business) as specified in the said notice.

Further to the above, a corrigendum to the said Notice already issued, is hereby given that at the said meeting following special businesses will also be transacted as specified in Item No. 7 and 8. The Notice has already been circulated to the Shareholders of the Company in due compliance with the provisions of the Companies Act, 2013 on 24<sup>th</sup> August, 2020.

#### **SPECIAL BUSINESSES**

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

**To approve the appointment of Mr. Prasun Kumar Mukherjee (DIN: 00015999) as a Non- Executive and Independent 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 149, 150, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors for appointment of Mr. Prasun Kumar Mukherjee (DIN: 00015999) as an Additional Director (Non-Executive & Independent Director) for the 1<sup>st</sup> term of 2 years w.e.f. 01<sup>st</sup> September, 2020 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 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 office for a for a term of 2 years w.e.f. 01<sup>st</sup> September, 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.”

**Item No. 8**

**To approve the appointment of Mr. Vijay Chhibber (DIN: 00396838) as a Non- Executive and Independent 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 149, 150, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors for appointment of Mr. Vijay Chhibber (DIN: 00396838) for the 1<sup>st</sup> term of 2 years w.e.f. 01<sup>st</sup> September, 2020 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 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 w.e.f. 01<sup>st</sup> September, 2020 for a term of 2 years.

**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.”

**Place:** Delhi For and on behalf of the  
**Date:** August Board of Directors of  
31, 2020 **Vizag General Cargo  
Berth Private Limited**

**Kumar Ankit  
Company Secretary  
FCS 9077**

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

### **Item No. 7**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have appointed Mr. Prasun Kumar Mukherjee (DIN: 00015999) as a Non- Executive and Independent Director on the Board of Company with effect from 01<sup>st</sup> September, 2020 for the 1<sup>st</sup> term of 2 years who shall hold office upto the date of ensuing AGM or the last date on which AGM should have been held whichever is earlier.

As an Additional Director Mr. Prasun Kumar Mukherjee holds office till the date of this AGM and is eligible for being appointed as an Independent Director.

Mr. Prasun Kumar Mukherjee has already provided a declaration in accordance with the provisions of Section 149(6) of the Companies Act, 2013 stating his independence and eligibility for the appointment and Rules made thereunder. Mr. Prasun Kumar Mukherjee is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company and other necessary disclosures.

In the Opinion of the Board Mr. Prasun Kumar Mukherjee fulfills the conditions specified in the Act and the Rules made thereunder and he is independent of the management.

The Company has received notices in writing from a member under Section 160 of the Act proposing the candidature of Mr. Prasun Kumar Mukherjee

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. He 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 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.

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 Ordinary Resolution as set out in Item No. 7 of the accompanying Notice for approval of the Shareholders of the Company.

### **Item No. 8**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have appointed Mr. Vijay Chhibber (DIN: 00396838) as a Non-Executive and Independent Director on

the Board of Company with effect from 01<sup>st</sup> September, 2020 for the 1<sup>st</sup> term of 2 years who shall hold office upto the date of ensuing AGM or the last date on which AGM should have been held whichever is earlier.

As an Additional Director Mr. Vijay Chhibber holds office till the date of this AGM and is eligible for being appointed as an Independent Director.

Mr. Vijay Chhibber has already provided a declaration in accordance with the provisions of Section 149(6) of the Companies Act, 2013 stating his independence and eligibility for the appointment and Rules made thereunder. Mr. Vijay Chhibber is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company and other necessary disclosures.

In the Opinion of the Board Mr. Vijay Chhibber fulfills the conditions specified in the Act and the Rules made thereunder and he is independent of the management.

The Company has received notices in writing from a member under Section 160 of the Act proposing the candidature of Mr. Vijay Chhibber.

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 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).

Save and Except Mr. Vijay Chhibber, 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. 9 of the Notice except to the extent of their shareholding.

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

**Place:** Delhi

**Date:** August  
31, 2020

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

**Kumar Ankit  
Company Secretary  
FCS 9077**

**Annexure I**  
**Details in respect of Directors being appointed**

<b>Name of the Director</b>	<b>Mr. Prasun Kumar Mukherjee (DIN: 00015999)</b>	<b>Mr. Vijay Chhibber (DIN: 00396838)</b>
<b>Date of Birth</b>	01/12/1955	12/12/1955
<b>Age</b>	64 Years	64 Years
<b>Qualification</b>	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 is an alumnus of St. Paul's School Darjeeling, St. Stephen's College and The National Defense College, Delhi (38 <sup>th</sup> Course).
<b>Specialised Expertise</b>	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 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.	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 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).
<b>Terms and Conditions of Appointment / Re-appointment</b>	As detailed in the respective resolutions and explanatory statement	As detailed in the respective resolutions and explanatory statement
<b>Remuneration last drawn (including sitting fees, if any)</b>	Not Applicable	Not Applicable
<b>Remuneration proposed to be paid</b>	As may be decided by the Board	As may be decided by the Board
<b>No. of shares held in the Company</b>	NIL	NIL

<b>Date of 1<sup>st</sup> appointment on the Board</b>	01 <sup>st</sup> September, 2020	01 <sup>st</sup> September, 2020
<b>Relationship with other Directors / Key Managerial Personnel/ Managers</b>	He is a Non- Executive and Independent Director of the Company. None as per the definition of relatives specified in the Companies Act, 2013.	He is a Non- Executive and Independent Director of the Company. 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>	Not Applicable	Not Applicable
<b>Directorship in Companies</b>	<p><b>Listed / Unlisted Public Companies</b></p> <ul style="list-style-type: none"> <li>• Electrosteel Steels Limited</li> </ul> <p><b>Private Companies / Sec 8 Companies</b></p> <p>NIL</p>	<p><b>Listed / Unlisted Public Companies</b></p> <ul style="list-style-type: none"> <li>• Century Plyboards (India) Ltd.</li> <li>• Dilip Buildcon Limited</li> <li>• Sagarmala Coastal Limited</li> </ul> <p><b>Private Companies / Sec 8 Companies</b></p> <ul style="list-style-type: none"> <li>• Scania Commercial Vehicles India Private Limited</li> <li>• International Cargo Terminals And Infrastructure Private Limited</li> <li>• EV Motors India Private Limited</li> </ul>
<b>Committee Position</b>	<p><b>Member</b></p> <p>He is a member of the following committees of Electrosteel Steels Limited:</p> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination and Remuneration Committee</li> <li>• Shareholders' Grievance Committee</li> <li>• Corporate Social Responsibility Committee</li> </ul>	-

