

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., TuticorinThoothukudi Tamil Nadu 628002

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

NOTICE

Notice is hereby given that the Extraordinary General Meeting of VIZAG GENERAL CARGO BERTH PRIVATE LIMITED will be held on Friday, 28th day of February, 2020 at 10:00 a.m. at Tamira Niketan-1, SIPCOT Industrial Complex, Madurai By-pass Road, Tuticorin - 628002 Tamil Nadu, India, to transact the following business:

SPECIAL BUSINESS:

1. PAYMENT OF REMUNERATION TO MR. MANISH GUPTA, EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER FOR THE F.Y. 2019-20

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

***“RESOLVED THAT** in accordance with the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Schedule V of the Act, the applicable Rules notified thereunder (including any statutory amendment(s), re-enactment(s), modification(s) thereof for the time being in force), approval of the Shareholders be and is hereby accorded for payment of remuneration amounting to Rs. 1,46,40,871/- (Rupees One Crore Forty Six Lacs, Forty Thousand, Eight Hundred and Seventy One only) to Mr. Manish Gupta, Director and Chief Executive Officer of the Company for the Financial Year 2019-20 in the absence of profits for the Financial Year 2019-20.*

***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 all transactions and documents executed with regard to the aforesaid w.e.f. 1st April, 2019 be and are hereby ratified.

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."

Date: 17th January, 2020

Place: Mumbai

By Order of the Board
For Vizag General Cargo Berth Private Limited


Kumar Ankit
Company Secretary

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.
- 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 the Meeting, pursuant to Section 135 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) The route map showing directions to reach the venue of the Meeting is annexed hereto.

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

Item No. 1:

Mr. Manish Gupta was appointed as Chief Executive Officer of the Company in terms of Section 203 of the Companies Act, 2013 *w.e.f.* December 22, 2017. Thereafter, Mr. Manish Gupta was appointed as an Additional Director on the Board of the Company *w.e.f.* September 23, 2019 and by virtue of the provisions of the Companies Act, 2013 he was categorized as an Executive Director. It may be noted that Mr. Manish Gupta 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.

In view of the above, payment of remuneration to Mr. Manish Gupta as Executive Director and Chief Executive Officer for the F.Y. 2019-20 requires the approval of Members in General Meeting.

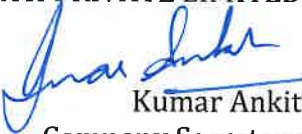
The proposed Resolution is in the interest of the Company and your Directors recommend the same for your approval by way of a **Special Resolution**.

Except for Mr. Manish Gupta, 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 in the proposed Resolution.

Date: 17th January, 2020

Place: Mumbai

By Order of the Board
VIZAG GENERAL CARGO BERTH PRIVATE LIMITED


Kumar Ankit
Company Secretary

Other information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013

It is hereby stated the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor for the Financial Year 2019-20.

I. GENERAL INFORMATION

i. 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.

ii. Date of commencement of commercial production:

April 2013

iii. Financial Performance based on given indicators:

	Rs. in Crores	
Year	2018-19	2017-18
Paid-up Capital	32.10	32.10
Reserves & Surplus	(43.58)	(10.40)
Total Revenue	150.55	119.96
Profit before tax	(27.20)	(51.53)
Profit after tax	(33.17)	(53.95)

iv. Foreign investments or collaborations, if any.

No Foreign investment or collaboration have been made by the Company.

II. Information about appointee:

a) Background details

Mr. Manish Gupta is currently serving as the Executive Director & Chief Executive Officer of the Company. He has over 27 years of experience and has been associated with the Vedanta Group since 2013. He holds a degree in Bachelor of Engineering in Production. Prior to Vedanta Limited, he has worked with a number of organizations including Tata Motors, Mahindra Renault.

b) Past Remuneration

Rs. 1,33,64,344/- per annum for financial year 2018-19.

c) Recognition or awards

Recognized as HIPO in Leaders Connect workshop

d) Job Profile and his suitability

Mr. Manish Gupta is currently serving as the Executive Director & Chief Executive Officer of the Company and has over 27 years of experience. His knowledge and expertise has been helpful in improving the working of the Company and his continued services will help the Company achieve its goals.

e) Remuneration proposed

As disclosed above

f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and

The remuneration paid to Mr. Manish Gupta is fully justifiable and comparable as prevalent in the industry keeping in view the profile and position of Executive Director & Chief Executive Officer. The remuneration paid for Financial Year 2019-20 to Mr. Manish Gupta has been decided by the Board in accordance with the recommendation of the Nomination and Remuneration Committee, after considering his skills, expertise, knowledge and proficiency.

g) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

None.

III. Other information:

a) Reasons of loss or inadequate profits-

Major reason being lower volume handling due to non-availability of railway rakes for cargo evacuation.

b) Steps taken or proposed to be taken for improvement-

Going for alternate mode of evacuation like road & co-ordinating with railways for increase in rakes availability.

c) Expected increase in productivity and profits in measurable terms-

Targeting to handle a volume of 7.20 MT in FY21 with an estimated EBITDA of Rs. 70 Crs.

IV. Disclosures

a) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors:

The remuneration payable to Mr. Manish Gupta, comprises of salary. The Independent Directors receive sitting fee for attending the Board and Committee Meeting. Other Non-executive Directors do not receive any remuneration or sitting fee.

b) details of fixed component and performance linked incentives along with the performance criteria:

As per company policy.

c) service contracts, notice period, severance fees

NA, as per the policy notice period is 3 Months

d) stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable

No stock options have been issued by the Company.

VENUE FOR THE EXTRAORDINARY GENERAL MEETING

