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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SHORTER NOTICE OF SIXTEENTH ANNUAL GENERAL MEETING

Shorter Notice is hereby given that the Sixteenth Annual General Meeting of the Shareholders of **VIZAG GENERAL CARGO BERTH PRIVATE LIMITED** will be held on Monday, July 06, 2026, at 12.00 P.M. at Sesa Ghor, 20 EDC Complex Patto Panaji-Goa- 403001 to transact the following business(es):

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements of the Company for the Financial Year ended March 31, 2026, together with Reports of the Directors and Auditors thereon; and in this regard, pass the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31 March 2026, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

2. To re-appoint Mr. Rahul Trivedi (DIN: 06675433), who retires by rotation and being eligible, offers himself for re-appointment as a director and in this regard, pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Rahul Trivedi (DIN: 06675433), who retires by rotation at this Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

3. To Approve the Appointment of M/s. MSKA & Associates LLP, Chartered Accountants (Firm Registration No. 105047W/W101187), as Statutory Auditors to Fill the Casual Vacancy Caused by the Resignation of M/s. APT & Co. LLP, Chartered Accountants and to pass with or without modification(s), the following Resolutions as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 139(8), 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Board of Directors, the approval of the Members be and is hereby accorded to the appointment of M/s. MSKA & Associates LLP, Chartered Accountants (Firm Registration No. 105047W/W101187), made by the Board of Directors of the Company to fill the casual vacancy caused by the resignation of M/s. APT & Co. LLP, Chartered Accountants (Firm Registration No. 014621C/N500088).

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorised to fix such remuneration and the reimbursement of out-of-pocket expenses, if any, as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to file all necessary forms, returns and documents as may be necessary to give effect to this resolution."

4. To Approve the Appointment of M/s. MSKA & Associates LLP, Chartered Accountants (Firm Registration No. 105047W/W101187), as Statutory Auditors of the Company for a Term of Five Consecutive Years and to pass with or without modification(s), the following Resolutions as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 139,141 and142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation of the Board of Directors of the Company, approval of the Members of the Company, be and is hereby accorded for the appointment of M/s MSKA & Associates LLP (Firm Registration No. 105047W/W101187) as the Statutory Auditors of the Company for a term of 5 (five) consecutive years, who shall hold office from the conclusion of the Sixteenth (16th) Annual General Meeting of the Company till the conclusion of the Twenty-First (21st) Annual General Meeting to be held in 2031.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorised to fix such remuneration and the reimbursement of out-of-pocket expenses, if any, as may be determined by the Audit Committee and the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised 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 BUSINESS

5. To consider and approve the appointment of Mr. Gopal Mandelia (DIN: 11297259) 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. Gopal Mandelia (DIN: 11297259) as a Whole Time Director and Chief Executive Officer (Key Managerial Personnel) on the board of the Company for the period of 2 (two) years with effect from October 01, 2025, at a remuneration of upto Rs. 48,83,536 /- (Rupees Forty-Eight Lakh Eighty-Three Thousand Five Hundred Thirty-Six Only) for Financial Year 2025-26 & hereby approves the estimated remuneration of Rs. 1,21,04,100/- (Rupees One Crore Twenty-One Lakh Four Thousand One Hundred) for FY 2026-27.

RESOLVED FURTHER THAT the remuneration payable to Mr. Gopal Mandelia, 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."

6. **To consider and approve payment of Remuneration to Whole Time Director in the absence of inadequate profits for the Financial Year 2025-26.**

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 & Mr. Gopal Mandelia, Whole-time Director and CEO of the Company for the Financial Year 2025-26 in the absence of inadequate profits for the Financial Year 2025-26.

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."

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), 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, 2027:**

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 ₹ 90,000/- (Rupees Ninety 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, 2027, 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: Visakhapatnam	For and on behalf of the Board of Directors of **Vizag General Cargo Berth Private Limited**
	Sd/-
	Saif Ali Khan
Date: July 03, 2026.	**Company Secretary**
	ACS 74667

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 the Company a certified 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. 3

The Members are informed that M/s. APT & Co. LLP, Chartered Accountants (Firm Registration No. 014621C/N500088), were appointed as the Statutory Auditors of the Company at the Fifteenth Annual General Meeting held on July 07, 2025, to hold office from the conclusion of the Fifteenth Annual General Meeting until the conclusion of the Twentieth Annual General Meeting of the Company.

M/s. APT & Co. LLP, Chartered Accountants, vide their resignation letter dated June 30, 2026, have tendered their resignation from the office of Statutory Auditors of the Company with effect from June 30, 2026.

In their resignation letter, the auditors stated that pursuant to the demerger and business reorganisation undertaken within the Vedanta Group, there had been a significant increase in audit responsibilities, operational complexity and the overall scope of statutory audit work required to be performed by them. The auditors further stated that the enhanced scope of work necessitated additional time, resources and professional efforts and, accordingly, had requested a revision in the audit fees commensurate with the increased scope of work and responsibilities. However, as the request for revision of audit fees was not acceded to, they expressed their inability to continue the audit engagement and therefore tendered their resignation.

Consequent to the resignation of M/s. APT & Co. LLP, Chartered Accountants, a casual vacancy arose in the office of the Statutory Auditors of the Company.

Pursuant to the provisions of Section 139(8) of the Companies Act, 2013, the Board of Directors of the Company, by way of resolution passed on July 03, 2026, appointed M/s. MSKA & Associates LLP, Chartered Accountants (Firm Registration No. 105047W/W101187), as Statutory Auditors of the Company to fill the aforesaid casual vacancy caused by the resignation of M/s. APT & Co. LLP, Chartered Accountants, subject to the approval of the Members.

The Company has received consent and eligibility certificate from M/s. MSKA & Associates LLP, Chartered Accountants, confirming that their appointment, if approved by the Members, would be in compliance with the provisions of Sections 139 and 141 of the Companies Act, 2013 and the rules made thereunder.

Accordingly, approval of the Members is sought for the appointment of M/s. MSKA & Associates LLP, Chartered Accountants (Firm Registration No. 105047W/W101187), as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. APT & Co. LLP, Chartered Accountants.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the accompanying Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No.

3 of the Notice for approval of the Members.

Item No. 4

The Members are informed that M/s. MSKA & Associates LLP, Chartered Accountants (Firm Registration No. 105047W/W101187), were appointed by the Board of Directors of the Company on July 03, 2026, to fill the casual vacancy caused by the resignation of M/s. APT & Co. LLP, Chartered Accountants (Firm Registration No. 014621C/N500088), subject to the approval of the Members.

Considering the qualifications, experience, industry knowledge, expertise and capabilities of M/s. MSKA & Associates LLP, Chartered Accountants, and based on their consent and eligibility certificate received pursuant to Sections 139 and 141 of the Companies Act, 2013, the Board of Directors has recommended their appointment as Statutory Auditors of the Company for a term of five consecutive years.

The Company has received a written consent from M/s. MSKA & Associates LLP, Chartered Accountants, to act as Statutory Auditors of the Company and a certificate confirming that their appointment, if made, would be in accordance with the conditions prescribed under the Companies Act, 2013 and the rules made thereunder and that they satisfy the criteria provided under Sections 139 and 141 of the Companies Act, 2013.

Accordingly, pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Board of Directors recommends the appointment of M/s. MSKA & Associates LLP, Chartered Accountants (Firm Registration No. 105047W/W101187), as Statutory Auditors of the Company to hold office from the conclusion of the Sixteenth Annual General Meeting until the conclusion of the Twenty-First Annual General Meeting of the Company to be held for the financial year ending March 31, 2031, at a remuneration of ₹6,06,690/- (Rupees Six Lakhs Six Thousand Six Hundred Ninety Only) for the financial year 2026-27, exclusive of applicable taxes and reimbursement of out-of-pocket expenses, and thereafter at such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditors.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the accompanying Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

Item No. 5

Mr. Gopal Mandelia was appointed as an Additional Director designated as Whole time Director (Key Managerial Personnel) of the Company with effect from October 1, 2025, for a period of 2 year who shall hold the office upto the date of next Annual General Meeting of the Company.

Mr. Gopal Mandelia is Chartered Accountant by qualification and a member of the Institute of Chartered Accountants of India. He has a total experience of more than 24 (twenty-four) years having started his career as management trainee in India Foils

Limited (Vedanta Group Company) in 2001. Thereafter, he worked in Sterlite Copper Limited, Bharat Aluminium Company Limited, Konkola Copper Mines (Zambia). He also worked as Chief Commercial Officer – Growth Projects with Lanjigarh unit of Vedanta Limited. After that he joined Vizag General Cargo Berth Private Limited as Chief Financial Officer in 2023 & became interim CEO in 2025.

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), appointment 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. Gopal Mandelia, 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

The payment of remuneration to Mr. Chikkala Sateesh Kumar as Director (Cessation w.e.f., September 30, 2025) of the Company upto September 2025 & Mr. Gopal Mandelia, Whole-time Director (Appointed w.e.f., October 01, 2025) 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 FY 2025-26 the Company has reported Profit After Tax of ₹ -42.64Cr.

The Board of Directors at its meeting held on April 21, 2026, approved the ratification of payment of remuneration to Mr. Sateesh including variable upto 49,84,640 /- (Rupees Forty-Nine Lakh Eighty-Four Thousand Six Hundred Forty only) for his tenure of upto September 30, 2025, in case of no profits or when the profits are inadequate.

The members may further note that the Board of Directors at its meeting held on September 30, 2025, approved payment of remuneration including variable upto 58,36,788 /- (Rupees Fifty-Eight Lakh Thirty-Six Thousand Seven Hundred Eighty-Eight Only) for FY 2025-26 & Rs. 1,21,04,100/- (Rupees One Crore Twenty-One Lakh Four Thousand One Hundred) for FY 2026-27 as estimated in case no profits or when the profits of the Company are inadequate.

The members may further note that, however Mr. Gopal Mandelia for FY 2025-26 has drawn only Rs. 48,83,536

(Forty-Eight Lakh Eighty-Three Thousand Five Hundred Thirty-Six only) hence board at its meeting held on April 21, 2026, has approved & noted the actual payment of 58,36,788 /- (Rupees Fifty-Eight Lakh Thirty-Six Thousand Seven Hundred Eighty-Eight Only) for FY 2025-26 & approved the estimated remuneration of & Rs. 1,21,04,100/- (Rupees One Crore Twenty-One Lakh Four Thousand One Hundred) for FY 2026-27 in case no profits or when the profits of the Company are inadequate.

The Board have approved payment of remuneration to Mr. Chikkala Sateesh Kumar & Mr. Gopal Mandelia, 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 April 21, 2025, 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. Gopal Mandelia, 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 FY 2024-25 the Company has reported Profit After Tax of ₹ -42.64Cr. 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 to be held on April 21, 2026, 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:

Sr.	Name of the Director	Proposed Commission including sitting fees for FY 2025-26 (₹ in lakhs)
1	Mr. Anoop Kumar Sharma (DIN: 03531392)- Non-Executive Independent Director	18.5

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. 5 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 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, 2027, at an annual remuneration of Rs. 90,000/- (Rupees Ninety 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, 2027.

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

Date: July 03, 2026

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

Sd/-
Saif Ali Khan
Company Secretary
ACS 74667

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 Appointed.

Name of the Director	Mr. Gopal Mandelia (DIN: 11297259)
Date of Birth	November 25,1975
Age	50 Years
Qualification	CA
Specialised Expertise	Mr. Gopal Mandelia is Chartered Accountant by qualification and a member of the Institute of Chartered Accountants of India. He has a total experience of more than 24 (twenty-four) years having started his career as management trainee in India Foils Limited (Vedanta Group Company) in 2001. Thereafter, he worked in Sterlite Copper Limited, Bharat Aluminium Company Limited, Konkola Copper Mines (Zambia). He also worked as Chief Commercial Officer – Growth Projects with Lanjigarh unit of Vedanta Limited. After that he joined Vizag General Cargo Berth Private Limited as Chief Financial Officer in 2023 & became CEO & WTD in 2025.
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
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	As may be decided by Board
No. of shares held in the Company	Nil
Date of 1st appointment on the Board	1st October, 2025
Relationship with other Directors / Key Managerial Personnel/ Managers	None as per the definition of Relatives specified in the Companies Act, 2013
Number of meetings of the Board attended during the year	3
Directorship in Companies	**Unlisted Public/Private Companies** Vizag General Cargo Berth Private Limited

Committee Position	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 Visakhapatnam Port Trust (VPT) a major port, for the purpose of Mechanizing and Modernizing the General Cargo Berth at the outer Harbor of Visakhapatnam 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, 2026	Year ended March 31, 2025
1.	Total Income	179.02	161.08
2.	Total Expenses	214.86	188.08
3.	Profit/ (loss) before tax	(35.84)	(27.01)
4.	Profit/ (loss) after tax	(42.64)	(29.59)
5.	Total Comprehensive Income/ (Loss) for the period	(42.19)	(29.65)

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

II. Information about the Directors

Particulars	Mr. Anoop Kumar Sharma	Mr. Chikkala Sateesh Kumar	Mr. Rahul Trivedi	Mr. Gopal Mandelia
(1) Background details	Capt. Anoop Kumar Sharma is a Fellow Member of the Institute of Chartered Shipbrokers. He has completed his Diploma in Marketing Management from Narsee Monjee Institute of Management Studies, Mumbai. He has over 40 years of experience in the Shipping Industry including 12 years at the Board level. He is the former Chairman and Managing Director of The Shipping Corporation of India, where he has demonstrated exceptional leadership skills in a government 'Navratna' Public Sector Enterprise. He has a profound experience as Managing Director of Essar Shipping showcasing strong industry knowledge and executive abilities. He is	Mr. C. Sateesh Kumar is a highly accomplished professional with a postgraduate engineering degree from the National Institute of Technology, Durgapur. He earned a Gold Medal for his outstanding performance at the university. With over 21 years of experience in the maritime industry, bulk material handling, fuel management, procurement, supply chain management, projects, commissioning, and operations of refinery and power plant, he has proven to be a result-oriented and techno-commercial expert. His career began in 2004 with Hindalco, and in 2005, he joined the Vedanta Group, where he served as the Head Technical at Vedanta Limited,	Mr. Rahul Trivedi has a diverse experience of nearly three decades and he has been with the Vedanta group since 1998. Mr. Trivedi is playing a significant role in growth & sustainable development of multiple businesses such as Oil & Gas, Electronics, Metal & Mining etc. in the Country. For his exemplary leadership he has been conferred with various awards and accolades including The Extraordinaire – Business Leader 2020-21' at the Brand Vision Summit 2022, 'Peoples CEO of the Year Award – 2020.	Mr. Gopal Mandelia is Chartered Accountant by qualification and a member of the Institute of Chartered Accountants of India. He has a total experience of more than 24 (twenty-four) years having started his career as management trainee in India Foils Limited (Vedanta Group Company) in 2001. Thereafter, he worked in Sterlite Copper Limited, Bharat Aluminium Company Limited, Konkola Copper Mines (Zambia). He also worked as Chief

	additionally a certified Independent Director & ESG Impact Leader by the Indian Institute of Corporate Affairs, Ministry of Corporate Affairs, reflecting a commitment to corporate governance and sustainability and has also held the position of a President of the Indian National Shipowners' Association, demonstrating strong industry leadership and advocacy. Currently he is serving as an Independent Director, Independent External Monitor, and Advisory Board member at various companies/start-ups, offering valuable insights on governance. He has active memberships in technical and commercial committees in the fields of Maritime & Logistics and is also engaged as a board member on numerous national and international organizations, including BIMCO, emphasizing a global	Lanjigarh. Subsequently, he held the position of Chief Commercial Officer for Talwandi Sabo Power Limited, Mansa.		Commercial Officer – Growth Projects with Lanjigarh unit of Vedanta Limited. After that he joined Vizag General Cargo Berth Private Limited as Chief Financial Officer in 2023 & became the CEO & WTD in 2025.

	perspective and networking. Capt. Sharma has won many accolades including being the recipient of numerous National and International awards, underscoring recognition and excellence in the maritime sector.			
(2) Past remuneration	FY: 2025-26: Sitting Fees of Rs. 3.5 lakhs and Commission of Rs. 15.00 lakhs. FY: 2024-25: Sitting Fees of Rs. 2.5 lakhs and Commission of Rs. 15.00 lakhs. FY 2023-24: Sitting Fess of Rs. 0.5 lakhs and Commission of Rs. 4.83 lakhs	FY: 2025-26: Rs. 49,84,640/- FY:2024-25:Rs. 1,11,06,078/- FY 2023-24: Rs. 10,000,925/- FY2022-23: Rs. 81,31,165/-	NiL	FY 2025-26: 48,83,536
(3) Recognition or awards	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
(5) Remuneration proposed	Remuneration and Commission as approved by Board 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)				
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	None	None	None	None

III. Other information:

(1) Reasons of loss or inadequate profits

Volume handled is only 85% (7.11 MMT) of the licensed capacity. Also, higher finance cost and depreciation & amortisation of Rs. 32.08 Cr & Rs. 26.45 Cr respectively resulted into losses.

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

Increasing the volume through increase in mix of commodity like coal & multi cargoes, customer satisfaction, broadening of customer base through repeated sales meet, road-shows and entering into long-term contracts & guarantees. Also, to work on all opportunities for reduction in overall cost including finance cost.

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

Targeting to handle a volume of 9.0 MT in FY 27 with an estimated EBITDA of Rs. 50 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: Saif.Khan@vedanta.co.in
Phone No. Tel: 0720-799-3356
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 SIXTEENTH ANNUAL GENERAL MEETING of the Company to be held on Monday, July 06, 2026, at 12.00 P.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, 2026, and Reports of the Directors and Auditors thereon.
2. To re-appoint Mr. Rahul Trivedi, who retires by rotation and being eligible, offers himself for re-appointment, as a director and in this regard.
3. To Approve the Appointment of M/s. MSKA & Associates LLP, Chartered Accountants (Firm Registration No. 105047W/W101187), as Statutory Auditors to Fill the Casual Vacancy Caused by the Resignation of M/s. APT & Co. LLP, Chartered Accountants.
4. To Approve the Appointment of M/s. MSKA & Associates LLP, Chartered Accountants (Firm Registration No. 105047W/W101187), as Statutory Auditors of the Company for a Term of Five Consecutive Years.

Special Business
5. To consider and approve appointment of Mr. Gopal Mandelia (DIN: 11297259) as Whole-time Director and CEO of the Company.
6. To consider and approve payment of Remuneration to Whole Time Director in the absence of inadequate profits for the Financial Year 2025-26.
7. To consider and approve payment of commission to Independent Directors for FY 2025-26.
8. To ratify remuneration of the Cost Auditors for the Financial Year ending March 31, 2027.

Signed this ……………………………… day of …………………………2026

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: Saif.Khan@vedanta.co.in
Phone No. Tel: 0720-799-3356
Website: www.vgcb.co.in

Attendance Slip
(Please hand over at the entrance of the meeting duly completed and signed)
SIXTEENTH ANNUAL GENERAL MEETING of the Company to be held on Monday, July 06, 2026, at 12.00 P.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 SIXTEENTH ANNUAL GENERAL MEETING of the Company to be held on Monday, July 06, 2026, at 12.00 P.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.

ROUTE MAP OF VENUE