

KAMARAJAR PORT LIMITED
CIN: U45203TN1999GOI043322

Regd. Office: 2nd Floor (North wing) & 3rd Floor, Jawahar Building,
17, Rajaji Salai, Chennai - 600 001.

Phone: 044 - 25251666 -70 Fax No: 044 - 25251665.

Website: www.kamarajarport.in, Email: info@kplmail.in

NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of Members of Kamarajar Port Limited will be held on Wednesday the 16th day of December 2020 at 11.00 A.M (IST) through two way Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2020, the Statement of Profit & Loss Account for the year ended 31st March 2020 and the reports of the Board of Directors, the Auditors' Report and Comments of Comptroller and Auditor General of India under Section 143 (6) of the Companies Act, 2013.
2. To declare Dividend on equity shares for the financial year 2019-20.
3. To appoint a Director in place of Shri P. Raveendran (DIN: 07640613) who retires by rotation and being eligible, offers himself for reappointment.
4. To pass with or without modification, the following resolution as an Ordinary Resolution for payment of remuneration to Statutory Auditors:

“RESOLVED THAT pursuant to Section 142(1) of the Companies Act, 2013, approval be and is hereby given to the Board of Directors for fixing the remuneration of the Statutory Auditors of the Company, to be appointed by Comptroller and Auditor General of India for the financial year 2020-21.”

SPECIAL BUSINESS

5. Appointment of Shri Sunil Paliwal, I.A.S. (DIN: 01310101) as Chairman-cum-Managing 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 provisions of Articles of Association of the Company and Sections 196 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Shri. Sunil Paliwal, I.A.S., (DIN: 01310101) who was appointed as Chairman-cum-Managing Director of the Company by the Board w.e.f. 16.09.2019 in terms of Ministry of Shipping, Government of India Letter No. PD-27/12/2017-PD-

I/PE-I (Office Order No. 32/2019) dated 19th August 2019, be and is hereby appointed as Chairman-cum-Managing Director of the Company w.e.f 16.09.2019 for a period of 5 years on the terms and conditions as stipulated in the order issued by Government of India including the remuneration as set out in the Statement pursuant to Section 102 of the Act annexed to the Notice of this Annual General Meeting with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and/or remuneration, subject to the Companies Act,2013 or any statutory modification(s) or re-enactment thereof and shall not be liable to retire by rotation.”

6. Appointment of Shri V.M.V. Subba Rao (DIN: 02435597) as an Independent 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 provisions of Articles of Association of the Company and Sections 149, 152,161 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Shri. V.M.V. Subba Rao, (DIN: 02435597) who was appointed as Non-Official Independent Director of the Company by the Board w.e.f. 11.11.2019 in terms of Ministry of Shipping, Government of India Letter No.PD-27/30/2017-PD-I dated 06th November, 2019 and who meets the criteria of Independence as provided in Section 149(6) of the Act and the details regarding whose appointment and the terms and conditions as stipulated in the order issued by Government of India is given in Statement pursuant to Section 102 of the Act annexed to the Notice of this Annual General Meeting, be and is hereby appointed as Non-Official Independent Director of the Company w.e.f 11.11.2019 for a period of 3 years on the terms and conditions as stipulated in the order issued by Government of India and shall not be liable to retire by rotation.”

7. Appointment of Shri S. Balaji Arunkumar (DIN: 07526368) as a Nominee 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 provisions of Articles of Association of the Company and Sections 149,152,161 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Shri S Balaji Arunkumar (DIN: 07526368) Nominee of Chennai Port Trust who has been inducted in the Board of Kamarajar Port Limited w.e.f 04.09.2020, who holds office up to the date of this Annual General Meeting and the details regarding whose appointment is given in Statement pursuant to Section 102 of the Act annexed to the Notice of this Annual General Meeting, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

8. Appointment of Capt. Anoop Kumar Sharma (DIN: 03531392) as an Independent 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 provisions of Articles of Association of the Company and Sections 149, 152,161 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Capt. Anoop Kumar Sharma, (DIN: 03531392) who has been appointed as Additional Director (Non-Official Independent Director) in the Board of Kamarajar Port Limited on 10.11.2020, who holds office upto the date of this Annual General Meeting and who meets the criteria of Independence as provided in Section 149(6) of the Act and the details regarding whose appointment is given in Statement pursuant to Section 102 of the Act annexed to the Notice of this Annual General Meeting, be and is hereby appointed as Non-Official Independent Director of the Company for a period of 3 years w.e.f 10.11.2020 and shall not be liable to retire by rotation.”

9. Appointment of Smt. Sarla Balagopal, IRTS(Retd.) (DIN: 01572718) as an Independent 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 provisions of Articles of Association of the Company and Sections 149, 152,161 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Smt. Sarla Balagopal, IRTS (Retd.) (DIN: 01572718) who has been appointed as Additional Director (Non-Official Independent Director) in the Board of Kamarajar Port Limited on 10.11.2020, who holds office upto the date of this Annual General Meeting and who meets the criteria of Independence as provided in Section 149(6) of the Act and the details regarding whose appointment is given in Statement pursuant to Section 102 of the Act annexed to the Notice of this Annual General Meeting, be and is hereby appointed as Non-Official Independent Director of the Company for a period of 3 years w.e.f 10.11.2020 and shall not be liable to retire by rotation.”

By Order of the Board of Directors

Place : Chennai
Date : 10.11.2020

Sd/-
Jayalakshmi Srinivasan
Company Secretary

NOTES:

- a) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 05, 2020 read with circulars dated April 08, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Those wishing to participate through VC or OAVM may do so in person. Proxy cannot participate in the meeting through VC or OAVM. Hence, Proxy Form, Attendance Slip, Route Map are not annexed to the Notice. Members participating through VC or OAVM may cast their votes on the resolutions during the meeting by show of hands or only by sending emails through their email addresses registered with the Company in case of a Poll. The said emails shall only be sent to the designated email address circulated by the Company.
- b) Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/such other documents authorizing their representative to attend the AGM through VC/OAVM on its behalf and to vote.
- c) The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- d) All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays, Sundays and holidays up to the date of the Annual General Meeting and will be made available to the members in electronic mode if requested.
- e) The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item Nos.5-9 is annexed hereto and forms a part of this Notice.
- f) Members are requested to notify immediately any change of address.
- g) Brief Resume of the Directors seeking appointment at this Annual General Meeting is attached hereto and forms part of the notice.

Instructions for attending the AGM through VC:

1. Web link and log-in credentials for attending AGM through VC/OAVM will be provided in the e-mail forwarding the Notice and Annual Report.
2. Members can join Video Conference either through Mobile/Laptop/Desktop.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Shri Sunil Paliwal, I.A.S., (TN: 1993) (DIN: 01310101) was appointed as Chairman-cum-Managing Director of the Company by the Board w.e.f. 16.09.2019 pursuant to Ministry of Shipping, Government of India Letter No. PD-27/12/2017-PD-I/PE-I (Office Order No. 32/2019) dated 19th August 2019, for a period of 5 years from the date of assumption of charge of the post, or until further orders whichever is earlier. Pursuant to the Company ceasing to be a Government Company w.e.f. 27.3.2020, approval of the Shareholders is to be obtained at the Annual General Meeting.

Tenure, Terms and Conditions on deputation of the appointment are as under:-

- 1. Period of Deputation:** Shri Sunil Paliwal IAS (TN:1993) will be on deputation from 16.09.2019 to 15.09.2024 or until further orders, whichever is earlier.
- 2. Pay:** During the period, Shri Sunil Paliwal IAS (TN:1993) will draw the pay at level 14 (Rs.1,44,200-Rs.2,18,200/-) of the Pay Matrix plus deputation (duty) allowance thereon plus personal pay, if any.
- 3. Deputation Allowance:** Shri Sunil Paliwal IAS (TN:1993) while on deputation will be eligible to draw deputation allowance wherever admissible.
- 4. Dearness Allowance:** Shri Sunil Paliwal IAS (TN:1993) will be eligible to draw dearness allowance at the Central Government rates.
- 5. House Rent Allowance/ Transport Allowance:** Shri Sunil Paliwal IAS (TN:1993) will be paid House Rent Allowance/ Transport Allowance at the rates applicable to him in the cadre post under relevant rules.
- 6. Transfer TA/ Joining Time:** Shri Sunil Paliwal IAS (TN:1993) will be entitled to T.A. and Joining Time both on joining the post on deputation and on reversion under the rules of Kamarajar Port Limited and which shall not be inferior to the relevant provisions of AIS Rules. The expenditure on this account will be borne by the Kamarajar Port Limited.
- 7. TA/DA for Journey On Duty:** Shri Sunil Paliwal IAS (TN:1993) will be paid Travelling Allowance and Daily Allowance by the Kamarajar Port Limited under its own rules/ regulations for the journey undertaken by him in connection with the official work under Kamarajar Port Limited whether in India or abroad which shall not be inferior to the relevant provisions of the All India Services Rules.
- 8. Medical Facilities:** Kamarajar Port Limited shall afford to Shri Sunil Paliwal IAS (TN:1993) medical facilities not inferior to those which are admissible to an All India Service Officer of the same status under Central Government rules on the subject.

- 9. Leave and Pension:** During the period of Deputation, Shri Sunil Paliwal IAS (TN:1993) will continue to be governed by All India Service (Leave) Rules, 1955 and the All India Services Officer (DCRB) Rules, 1958. The entire expenditure in respect of leave taken during and the end of deputation shall be borne by the Kamarajar Port Limited. Shri Sunil Paliwal IAS (TN: 1993) shall not be allowed to join any of the pension schemes of Kamarajar Port Limited.
- 10. Provident Fund:** During the period of foreign service, Shri Sunil Paliwal IAS (TN:1993) will continue to subscribe to the AIS (Provident Fund) Scheme to which he was subscribing at the time of proceeding on foreign service in accordance with the rules of such fund.
- 11. Conduct, Discipline and Appeal Rules:** Shri Sunil Paliwal IAS (TN:1993) will continue to be governed by the All India Services (Conduct) Rules, 1968 and All India Services (Discipline & Appeal) Rules, 1969.
- 12. Leave Travel Concession:** Kamarajar Port Limited will allow Leave Travel Concession to Shri Sunil Paliwal IAS (TN:1993) as admissible under its own rules/ regulations provided these are not inferior to those admissible to him under the AIS (LTC) Rules, 1975. The whole expenditure in this regard will be met by Kamarajar Port Limited. This is, however, subject to the conditions that the officer had not already, before proceeding on deputation, availed of the concession during the particular block year period of his deputation.
- 13. Disability Leave:** Kamarajar Port Limited will be liable to pay leave emoluments in respect of disability leave, if any, granted to Shri Sunil Paliwal IAS (TN:1993) on account of any disability incurred in and through Foreign Service even though such disability manifests itself after the termination of foreign service. The relevant AIS rules will be applicable in such cases.
- 14. Leave Salary/ Pension Contributions:** Kamarajar Port Limited will pay to the Government of the parent cadre of the member of the service leave salary and pension contribution at the rates in force from time to time in accordance with the orders issued by the President under FR 116. The Payment of these contributions must be paid annually within 15 days from the end of each financial year or at the end of foreign service if the deputation expires before the end of a financial year. Delayed payment will attract liability of payment of interest in terms of the instructions continued in the Ministry of Finance's Notification No. F.1(1)- E.III/83 dated the 10th August, 1983, as amended from time to time. Pending intimation of the rates of Leave Salary and Pension Contributions by the concerned Accountant General, Kamarajar Port Limited shall pay Leave Salary and Pension Contributions provisionally at the prescribed rates.
- 15. Group Insurance:** If Shri Sunil Paliwal IAS (TN:1993) has not opted out of the Central Government Employees Group Insurance Scheme, 1980, before 31.12.1981, the said scheme as appended to the Schedule to the AIS (Group Insurance) Rules, 1981, shall be applicable to him. In that case, the required amount will be deducted from his salary as per prescribed rates as subscription towards the Insurance Scheme which shall be remitted to the concerned

Accountant General by the organization. If at any time the recovery of subscription falls in arrears, the same shall be recovered with interest admissible under the Scheme on the accretions to the Saving Fund.

16. Residuary Matters: In all the matters relating to conditions of service and benefits/facilities and perquisites in the Kamarajar Port Limited and not covered by Item 1 to 15 above, Shri Sunil Paliwal IAS (TN:1993) shall be governed by the existing rules, regulations and orders of the Kamarajar Port Limited.

His brief resume is as under:-

Particulars	Details
Date of Birth and Age	25/11/1968; 52 years
Educational & Professional Qualification	1. B. Tech in Computer Science from IIT, Kanpur. 2. M.S. in Computer Science from University of Maryland, USA. 3. MBA from University of Birmingham, U.K.
Business / Occupation	Employed
Experience	<p>Shri Sunil Paliwal started his career as Sub Collector, Cuddalore District and served as Additional Collector in Nagapattinam District. He also worked as the Collector of Tirunelveli, Theni and Kanniyakumari Districts.</p> <p>He also held crucial portfolios in the Government of Tamil Nadu such as Managing Director, Chennai Metropolitan Water Supply and Sewerage Board (CMWSSB), Managing Director, Tamil Nadu Road Development Company Limited (TNRDC), Managing Director, Tamilnadu Industrial Development Corporation, Secretary to Government, Commercial Taxes & Registration Department and Commissioner for Milk Production & Dairy Development and Managing Director, Tamilnadu Co-operative Milk Producers' Federation Ltd. (Aavin), Principal Secretary to Government, Higher Education Department and Principal Secretary to Government, Labour & Employment Department.</p>
Securities held in KPL	1 Equity Share of Rs. 10/- as a nominee of Chennai Port Trust
Relationship with other Directors/KMP of KPL	Not Applicable

Directorship/ Membership in other Companies	Name of the Company	Nature of interest/concern
	Chennai Ennore Port Road Company Limited	Nominee Director
	Kanniyakumari Port Limited	Nominee Director
	Sethusamudram Corporation Limited	Nominee Director
Remuneration last drawn	Rs.3,83,739/- p.m.	
Number of Meetings of the Board attended during the year	Details provided in the Corporate Governance Report (Annexure IV of Board's report)	

Shri Sunil Paliwal, I.A.S., (DIN: 01310101) shall not be liable to retire by rotation. He is deemed to be interested in proposed resolution to the extent of his appointment as Chairman-cum-Managing Director of the Company. No other Director or KMP and their relative is interested or concerned in the said resolution. Shri Sunil Paliwal, I.A.S., is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. No sitting fees will be paid to Shri Sunil Paliwal I.A.S. for attending the meeting of the Board or Committees thereof.

In view of his background and experience, it will be in the interest of the Company that he continues as Chairman-cum-Managing Director of the Company. Pursuant to the Companies Act, 2013, as approval of the members is to be obtained, the same is brought to the Shareholders. Board of Directors recommends the resolution for Members approval as Ordinary Resolution.

Item No. 6

Shri V.M.V. Subba Rao (DIN: 02435597) was appointed as Non-Official Independent Director of the Company by the Board w.e.f 11.11.2019 through circular resolution pursuant to Ministry of Shipping, Government of India Letter No. PD-27/30/2017-PD-I dated 6th November 2019. In the opinion of the Board, he fulfills the conditions specified in the Act and the rules made there under for such an appointment and he is independent of the management. He holds office up to the date of this Annual General Meeting of the Company.

Tenure, Terms and Conditions of the appointment:

Pursuant to Ministry of Shipping, Government of India letter No. PD-27/30/2017-PD-I dated 06th November 2019, he has been appointed as Non-Official Independent Director on the Board of Kamarajar Port Ltd w.e.f. 11.11.2019 for a period of 3 years w.e.f the date of notification of his appointment or until further orders, whichever is earlier.

His brief resume is as under:-

Particulars	Details				
Date of Birth and Age	10/04/1965; 55 Years				
Educational & Professional Qualification	B.COM., F.C.A., DISA(ICAI)				
Business Occupation	Practicing Chartered Accountant				
Experience	He is a fellow Member of Institute of Chartered Accountants of India and a Proprietor of V.M.V.S Rao & Co, Chartered Accountants, Nellore with more than 27 years of experience in Accounts, Audit, Taxation and Management Consultancy. He is a Qualified Anti Money Laundering Specialist of ICAI and has qualified various Professional Courses conducted by ICAI. He is Advisor in various reputed Corporate Entities in Nellore/ Sri City etc. He is Technical Reviewer of Financial Reporting Review Board (FRRB) of ICAI and has specialisation in Indirect Taxes. Presently he has been co-opted as Member of Indirect and GST Committee of SIRC of ICAI. He has published various Articles in professional journals - BCAJ, CASC, SIRC etc. He is Founder Secretary of Nellore branch of SIRC of ICAI and has been instrumental in bringing the Branch Status, Computer Lab & Examination Centre at Nellore branch.				
Securities held in KPL	Nil				
Relationship with other Directors/KMP of KPL	Not applicable				
Directorship/ Membership in other Companies	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Nature of interest/concern</th> </tr> </thead> <tbody> <tr> <td>Enrica Enterprises Private Limited</td> <td>Director</td> </tr> </tbody> </table>	Name of the Company	Nature of interest/concern	Enrica Enterprises Private Limited	Director
Name of the Company	Nature of interest/concern				
Enrica Enterprises Private Limited	Director				
Remuneration last drawn	Not Applicable				
Number of Meetings of the Board attended during the year	Details provided in the Corporate Governance Report (Annexure IV of Board's Report)				

Shri V.M.V. Subba Rao, (DIN: 02435597) shall not be liable to retire by rotation. He is deemed to be interested in proposed resolution to the extent of his appointment as Non-Official Independent Director. No other Director or KMP and their relative is

interested or concerned in the said resolution. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

In view of his background and experience, it will be in the interest of the Company that he continues as Independent Director of the Company. Pursuant to the Companies Act, 2013, as approval of the members is to be obtained the same is brought to the Shareholders. Board of Directors recommends the resolution for Members approval as Ordinary Resolution.

Item No. 7

Shri S. Balaji Arunkumar (DIN: 07526368), Nominee Director of Chennai Port Trust was appointed as Additional Director of the Company in the place Shri Cyril C George by the Board w.e.f 04.09.2020 through Circular Resolution, pursuant to Chennai Port Trust letter No.ChPT/KPL CELL/2020/F dated 28.08.2020 and recommendation of Nomination and Remuneration Committee. In terms of Section 161 of the Companies Act, 2013 he shall hold office only up to the date of this Annual General Meeting.

His brief resume is as under:-

Particulars	Details
Date of Birth and Age	05.06.1971; 49 Years
Educational & Professional Qualification	B.Law
Business Occupation	Deputy Chairman, Chennai Port Trust
Experience	Indian Railway Traffic Service Officer of 1997 batch (I.R.T.S). He worked in Southern Railways & Southern Eastern Railway, Bilaspur, for 17 years in operations, commercial and safety wings. He has wide experience in operations, Traffic planning, Rail Freight marketing and passenger time tabling. He has also worked as Senior General Manager, Chennai CONCOR on deputation for 2 years. Before joining as Deputy Chairman, Chennai Port Trust, he has worked as Deputy Chairman, Kolkata Port Trust (now called as Syama Prasad Mookerjee Port) for more than 4 years and he was holding the charge of Deputy Chairman, Haldia Dock Complex, Kolkata and Deputy Chairman, Kolkata Dock Labour Board. He is also the Managing Director of Central Inland Water Transport Corporation Ltd (CIWTC) and Director in Hooghly Dock and Port Engineers Ltd. He graduated in Law from Madras University.
Securities held in KPL	1 Equity Share of Rs.10/- as a Nominee of Chennai Port Trust
Relationship with other Directors/KMP of	Not applicable

KPL		
Directorship/ Membership in other Companies	Name of the Company	Nature of interest/ concern
	Central Inland Water Transport Corpn Ltd.	Managing Director
	Hooghly Dock & Port Engineers Ltd	Director
	Bhor Sagar Port Ltd.	Nominee Director
	Kolkatta Port Accretion Ltd	Nominee Director
Terms and conditions of appointment	Nominee Director liable to retire by rotation	
Remuneration last drawn	Not applicable	
Number of Meetings of the Board attended during the year	Corporate Governance Report (Annexure IV of Board's Report) may be referred.	

Shri S. Balaji Arunkumar (DIN: 07526368) is deemed to be interested in proposed resolution to the extent of his appointment as Director. No other Director or KMP and their relatives are interested or concerned in the said resolution. He is liable to retire by rotation and not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

In view of his background and experience, it will be in the interest of the Company that he continues as Director of the Company. Pursuant to the Companies Act, 2013, as approval of the members is to be obtained the same is brought to the Shareholders. Board of Directors recommends the resolution for Members approval as Ordinary Resolution.

Item No. 8

Capt. Anoop Kumar Sharma (DIN: 03531392) was appointed as Additional Director (Non-Official Independent Director) of the Company by the Board on 10.11.2020 pursuant to recommendation of Nomination and Remuneration Committee. He holds office up to the date of this Annual General Meeting. In the opinion of the Board, he fulfills the conditions specified in the Act and the rules made there under for such an appointment and he is independent of the management.

Tenure, Terms and Conditions of the appointment:

Appointment will be for a period of 3 years w.e.f. 10.11.2020.

His brief resume is as under:-

Particulars	Details
Date of Birth and Age	21.08.1960; 60 Years
Educational & Professional Qualification	Master (F.G.); Diploma in Marketing Management ; Fellow of Institute of Chartered Shipbrokers; Executive Business Leadership Program, ISB

	Hyderabad.	
Business Occupation	Professional	
Experience	<p>Capt. Anoop Kumar Sharma was the Chairman & Managing Director of The Shipping Corporation of India Ltd (SCI), a Government of India 'Navratna' Public Sector Enterprise & India's largest Shipping Company. Prior to this he was the Managing Director of M/s. Essar Shipping Ltd. Under his stewardship at both the Companies he established a diversified leadership team, streamlined processes and ensure balanced control in order to improve efficiency/ profitability & good governance. During his exceptional career spanning over 38 years, he was awarded Maritime Personality of the year 2019; "National Maritime Day Award of Excellence, 2019" for Lifetime exceptional and distinguished achievement and performance at the senior functional level; "The Maritime Standard Outstanding Achievement Award, 2018" for Outstanding achievement and contribution to the industry in India, Sri Lanka and the Middle East; "Indian Chamber of Commerce Award" for outstanding contribution to the Indian Public Sector Industry. He is a member of several high level committees of International classification societies.</p>	
Securities held in KPL	Nil.	
Relationship with other Directors/KMP of KPL	Not applicable	
Directorship/ Membership in other Companies	<p>Name of the Company</p> <p>Dredging Corporation of India Limited</p>	<p>Nature of interest/ concern</p> <p>Director</p>
Remuneration last drawn	Not applicable	
Number of Meetings of the Board attended during the year	Not applicable	

Capt. Anoop Kumar Sharma, (DIN: 03531392) shall not be liable to retire by rotation. He is deemed to be interested in proposed resolution to the extent of his appointment as Non-Official Independent Director. No other Director or KMP and their relative is interested or concerned in the said resolution. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

In view of his background and experience, it will be in the interest of the Company that he continues as Director of the Company. Pursuant to the Companies Act, 2013, as approval of the members is to be obtained the same is brought to the Shareholders. Board of Directors recommends the resolution for Members approval as Ordinary Resolution.

Item No. 9

Smt. Sarla Balagopal (DIN: 01572718) was appointed as Additional Director (Non-Official Independent Director) of the Company by the Board on 10.11.2020 pursuant to recommendation of Nomination and Remuneration Committee. She holds office up to the date of this Annual General Meeting of the Company. In the opinion of the Board, she fulfills the conditions specified in the Act and the rules made there under for such an appointment and she is independent of the management.

Tenure, Terms and Conditions of the appointment:

Appointment will be for a period of 3 years w.e.f. 10.11.2020.

Her brief resume is as under:-

Particulars	Details
Date of Birth and Age	03.11.1955; 65 Years
Educational & Professional Qualification	M.A. (English Lit) M.Phil. (Public Administration)
Business Occupation	Retired Government Servant
Experience	<p>She is a retired Indian Railway Traffic Service officer of 1982 Batch. In her career span of 32 years in Indian Railways, she has held varied and important portfolios both at the field level as well as at the policy making level in the Railway Board.</p> <p>She headed the Commercial Department of Southern Railway for over 5 years during which she undertook various initiatives to increase freight earnings and improve rail passenger interface.</p> <p>She was the first CEO of Hassan Mangalore Rail Development Company (HMRDC), a joint venture of the Ministry of Railways and the Govt. of Karnataka, in Bengaluru. During her tenure the broad gauge link between Bengaluru and Mangalore was commissioned.</p> <p>She also served as a Member on the Bench of the Railway Rates Tribunal, Chennai.</p>

	She has expertise in costing and pricing of transportation products, PPP (Public Private Partnership) projects and contract management.	
Securities held in KPL	Nil.	
Relationship with other Directors/KMP of KPL	Not applicable	
Directorship/ Membership in other Companies	Name of the Company	Nature of interest/ concern
	-	-
Remuneration last drawn	Not applicable	
Number of Meetings of the Board attended during the year	Not applicable	

Smt. Sarla Balagopal, (DIN: 01572718) shall not be liable to retire by rotation. She is deemed to be interested in proposed resolution to the extent of her appointment as Non-Official Independent Director. No other Director or KMP and their relative is interested or concerned in the said resolution. She is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

In view of her background and experience, it will be in the interest of the Company that she continues as Director of the Company. Pursuant to the Companies Act, 2013, as approval of the members is to be obtained the same is brought to the Shareholders. Board of Directors recommends the resolution for Members approval as Ordinary Resolution.

By Order of the Board of Directors

Place : Chennai
Date : 10.11.2020

Sd/-
Jayalakshmi Srinivasan
Company Secretary