

KAMARAJAR PORT LIMITED
(A wholly owned subsidiary of Chennai Port Authority)
CIN: U45203TN1999PLC043322

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: jayasrin@kplmail.in

NOTICE

NOTICE is hereby given that the 23rd Annual General Meeting of Members of Kamarajar Port Limited will be held at shorter notice on Friday, 29th day of September 2023 at 3:00 P.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 2023, the Statement of Profit & Loss Account for the year ended 31st March 2023 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 confirm the Interim Dividend paid @ 20% of the paid-up equity share capital (Rs.2/- per share) for the financial year 2022-23 & to approve declaration of the Final Dividend @80% on paid-up equity share capital (Rs.8/- per share).
3. To appoint a Director in place of Shri. Sunil Paliwal, IAS (DIN:01310101), who retires by rotation and being eligible offers himself for re-appointment.
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 2023-24.”

SPECIAL BUSINESS

5. Appointment of Shri. S. Viswanathan, IAS (DIN: 09634577) 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 the provisions of Articles of Association of the Company, Sections 152,161 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable rules, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), and in terms of Chennai Port Authority’s letter No. ChPA/KPL Cell/2023/F dated 25th April, 2023, Shri S. Viswanathan, IAS (DIN:09634577), Nominee of Chennai Port Authority, who has been inducted in the Board of Kamarajar Port Limited w.e.f. 27.04.2023, 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, and in respect of whom Notice has been received from member under Section 160 of the Act, be and is hereby appointed as Director of the Company, liable to retire by rotation.

6. Appointment of Smt. J.P. Irene Cynthia, IAS (DIN: 08839241) as 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, Sections 152, 196,197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), Smt. J.P. Irene Cynthia, IAS (DIN: 08839241) in respect of whom Notice has been received from member under Section 160 of the Act, be and is hereby appointed as Managing Director of the Company for a period of 5 years w.e.f. 21.08.2023 on the terms and conditions as set out in the explanatory statement attached hereto and forming part of this notice with a liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) 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.

7. Re-appointment of Capt. Anoop Kumar Sharma (DIN:03531392) as Independent Director of the Company:

To consider and if thought fit, to pass with or without modification/s the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of sections 149, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable rules, if any, (including any statutory modifications or re-enactment(s) thereof, for the time being in force), and in terms of Chennai Port Authority’s Letter No. ChPA/KPL Cell/2023/F dated 8th September, 2023, Capt. Anoop Kumar Sharma (DIN:03531392), who was appointed as an Independent Director and who holds office upto 9th November, 2023 and in respect of whom Notice has been received from member under Section 160 of the Act, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of three consecutive years w.e.f. 10th November, 2023.

8. Re-appointment of Smt. Sarla Balagopal (DIN: 01572718) as Independent Director of the Company:

To consider and if thought fit, to pass with or without modification/s the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of sections 149, 152, read with Schedule IV of the Act and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable rules, if any, (including any statutory modifications or re-enactment(s) thereof, for the time being in force), in terms of Chennai Port Authority’s Letter No. ChPA/KPL Cell/2023/F dated 8th September, 2023, Smt. Sarla Balagopal (DIN: 01572718) who was appointed as an Independent Director and who holds office upto 9th November, 2023, and in respect of whom Notice has been received from member under Section 160 of the Act, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of three consecutive years w.e.f. 10th November, 2023.

Place: Chennai
Date: 22.09.2023

By the Order of the Board of Directors

Sd/-
Jayalakshmi Srinivasan
Company Secretary

NOTES:

- a) Pursuant to General Circular No. 10/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs (“MCA”) and Circular No. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 5, 2023 the Securities and Exchange Board of India (“SEBI”)(hereinafter collectively referred to as “the Circulars”), Companies are allowed to hold Annual General Meeting (“AGM”) through VC /OAVM without the physical presence of the Members at a common venue till September 30, 2023. In compliance with the Circulars, the AGM of the Company is being held through VC and the Annual Report 2022-23, the Notice of 23rd AGM are being sent through electronic mode to those members whose email addresses are registered with the Company/ Depository Participants. Members may note that the Notice will be available on the Company's website www.kamarajarport.in.
- b) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, as this AGM is being held through VC / OAVM, and physical attendance of Members has been dispensed with, the facility for appointment of proxies by the Members will not be available for the AGM and therefore the Proxy Form, Route Map and Attendance Slip is not annexed to this Notice. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Members participating through VC or OAVM may cast their votes on the resolutions during the meeting by show of hands or by sending emails only 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. The deemed venue for the AGM shall be the Registered Office of the Company.
- c) The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out the details relating to Special Business to be transacted at the meeting is annexed hereto.
- d) 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.
- e) 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.

- f) Statutory registers as stipulated in the Companies Act, 2013 will be available electronically/ kept open for inspection during the AGM. Members seeking to inspect such documents can send an email to agm-shareholders@kplmail.in.
- g) Members are requested to notify immediately any change of address to their respective Depository Participant.
- h) Brief resume of the Directors retiring by rotation/seeking appointment/re-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

Chennai Port Authority (ChPA), who is holding 100% equity shares of the Company, vide its letter No. ChPA/KPL Cell/2023/F dated 25th April, 2023 referring to MoSP&W's Office Order No.17/2023 vide A-12022/2023-PE-I dated 11th April, 2023, has nominated Shri S. Viswanathan, IAS, (DIN: 09634577), Dy. Chairperson, ChPA in the Board of Kamarajar Port Limited in place of Shri. S. Balaji Arunkumar, IRTS (DIN No. 07526368), who relinquished office as a Deputy Chairperson of ChPA.

Based on recommendation of Nomination and Remuneration Committee, Shri. S. Viswanathan, IAS was appointed as Additional Director of the Company in the place of Shri S. Balaji Arunkumar, IRTS, by the Board w.e.f. 27th April, 2023 through Circular Resolution. In terms of Section 161 of the Companies Act, 2013, he shall hold office only up to the date of this Annual General Meeting. The Company has received notice under Section 160 of the Companies Act, 2013 from a member proposing the appointment of Shri. S. Viswanathan, IAS for the office of Nominee Director.

Except Shri S. Viswanathan, IAS, Nominee Director, ChPA and his wife Smt. J.P. Irene Cynthia, IAS, Managing Director, none of the other Directors or Key Managerial Personnel or their relatives is, in anyway, concerned or interested 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.

Pursuant to the Companies Act, 2013, approval of the members is to be obtained.

Considering his background and experience it will be in the interest of the Company that he continues as Director of the Company. Board of Directors recommends the resolution as Ordinary Resolution for Members approval.

Brief Resume of Shri S. Viswanathan is as under:-

Particulars	Details						
Date of Birth and Age	07/11/1979 and 43 years						
Date of first appointment on the Board	27/04/2023						
Educational & Professional Qualification	BE (Mech)., MBA.,						
Experience	<p>Shri S. Viswanathan, is the Deputy Chairperson of Chennai Port Authority, under Ministry of Ports, Shipping and Waterways, Govt of India, since April 2023.</p> <p>He has previously served as Managing Director, MP Tourism Development Corporation from 04/08/2020 to 05/04/2023. He also held additional charge as Additional Secretary, Government of Madhya Pradesh, Medical Education Department and CEO- Ayushman Bharat Yojana, Bhopal. His last place of posting was Managing Director, Madhya Pradesh Jal Nigam.</p> <p>His wide experience in various districts as Collector ranged between 2015 and 2020 in two states namely Assam and Madhya Pradesh.</p> <p>He started his career as Assistant Commissioner of Jorhat district in Assam in the year 2009.</p>						
Securities held in KPL	1 Equity Share of Rs.10/- as a Nominee of Chennai Port Authority						
Relationship with other Directors/KMP of KPL	Shri. S. Viswanathan, IAS, Nominee Director is the husband of Smt. J.P. Irene Cynthia, IAS, Managing Director, Kamarajar Port Limited.						
Directorship/ Membership in other Companies	<table border="1" style="width: 100%;"> <thead> <tr> <th style="background-color: #d9e1f2;">Name of the Company</th> <th style="background-color: #d9e1f2;">Nature of interest/concern</th> </tr> </thead> <tbody> <tr> <td>Chennai Ennore Port Road Company Limited</td> <td>Nominee Director</td> </tr> <tr> <td>Kanniyakumari Port Limited</td> <td>Nominee Director</td> </tr> </tbody> </table>	Name of the Company	Nature of interest/concern	Chennai Ennore Port Road Company Limited	Nominee Director	Kanniyakumari Port Limited	Nominee Director
	Name of the Company	Nature of interest/concern					
	Chennai Ennore Port Road Company Limited	Nominee Director					
Kanniyakumari Port Limited	Nominee Director						
Chairmanship/Membership of	NIL						

various committees in other companies	
Terms and conditions of appointment	Nominee Director liable to retire by rotation. No sitting fees is payable.
Remuneration last drawn	Not applicable
Number of Meetings of the Board attended during the year	Not applicable as he was appointed w.e.f. 27 th April, 2023.

Item No:6

Board of Directors on the recommendation of Nomination and Remuneration Committee at its meeting held on 24th July, 2023 appointed Smt. J.P. Irene Cynthia, IAS (DIN:08839241) as Additional Director of the Company to be designated as Managing Director of Kamarajar Port Limited for a period of 5 years from the date of assumption of charge on the terms and conditions of deputation as will be fixed by Board of Chennai Port Authority (ChPA) who is holding 100% equity shares of the Company. Smt. J.P. Irene Cynthia assumed charge as Managing Director on 21st August, 2023. Subsequently, ChPA, vide Letter No. RC1/920/2022/GA dated 11.09.2023, has communicated the terms and conditions of appointment of Smt. J.P. Irene Cynthia, IAS to the post of Managing Director of Kamarajar Port Limited as detailed below:

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

- 1. Period of Deputation:** Smt. Irene Cynthia J.P., IAS (MP: 2008) will be on deputation from 21.08.2023 to 20.08.2028 or until further orders, whichever is earlier.
- 2. Pay:** During the period, Smt. Irene Cynthia J.P., IAS (MP: 2008) will draw the pay at level 13 (Rs.1,23,100-Rs.2,15,900/-) of the Pay Matrix plus Deputation (duty) Allowance thereon plus personal pay, if any.
- 3. Deputation Allowance:** Smt. Irene Cynthia J.P., IAS (MP: 2008) while on deputation will be eligible to draw Deputation Allowance wherever admissible.
- 4. Dearness Allowance:** Smt. Irene Cynthia J.P., IAS (MP: 2008) will be eligible to draw Dearness Allowance at the Central Government rates.
- 5. House Rent Allowance/ Transport Allowance:** Smt. Irene Cynthia J.P., IAS (MP: 2008) will be paid House Rent Allowance/ Transport Allowance at the rates applicable to her in the cadre post under relevant rules.
- 6. Transfer TA/ Joining Time:** Smt. Irene Cynthia J.P., IAS (MP: 2008) 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:** Smt. Irene Cynthia J.P., IAS (MP: 2008) will be paid Travelling Allowance and Daily Allowance by the Kamarajar Port Limited under its own rules/ regulations for the journey undertaken by her 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 Smt. Irene Cynthia J.P., IAS (MP: 2008) 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, Smt. Irene Cynthia J.P., IAS (MP: 2008) 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 at the end of deputation shall be borne by the Kamarajar Port Limited. Smt. Irene Cynthia J.P., IAS (MP: 2008) shall not be allowed to join any of the pension schemes of Kamarajar Port Limited.
- 10. Provident Fund:** Smt. Irene Cynthia J.P., IAS (MP: 2008) will continue to subscribe to the AIS (Provident Fund) Scheme to which she was subscribing at the time of proceeding on foreign service in accordance with the rules of such fund.
- 11. Conduct, Discipline and Appeal Rules:** Smt. Irene Cynthia J.P., IAS (MP: 2008) 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 Smt. Irene Cynthia J.P., IAS (MP: 2008) as admissible under its own rules/ regulations provided these are not inferior to those admissible to her 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 Smt. Irene Cynthia J.P., IAS (MP: 2008) 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 any deputation expires before the end of a financial year. Delayed payment will attract liability of payment of interest in terms of the instructions continued the Ministry of Finance's Notification No. F.I(I)- 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.
In case Smt. Irene Cynthia J.P., IAS (MP: 2008) is covered under New Pension Scheme (NPS), Kamarajar Port Limited shall make matching contribution to the NPS account of the officer.
- 15. Group Insurance:** If Smt. Irene Cynthia J.P., IAS (MP: 2008) 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 her. In that case, the required amount will be deducted from her 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 Savings 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, Smt. Irene Cynthia J.P., IAS (MP: 2008) shall be governed by the existing rules, regulations and orders of the Kamarajar Port Limited.

Board accorded approval for payment of aforesaid terms and conditions of appointment of Managing Director pursuant to recommendation of Nomination and

Remuneration Committee and Audit Committee. Smt. J.P. Irene Cynthia, IAS is not liable to retire by rotation and is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. The Company has received notice under Section 160 of the Companies Act, 2013 from a member proposing the appointment of Smt. J.P. Irene Cynthia, IAS. Pursuant to Companies Act, 2013 approval of shareholders is required for appointment and payment of remuneration to Managing Director. Considering her background and experience it will be in the interest of the Company that she continues to act as Managing Director of the Company. Board of Directors recommends the resolution as Ordinary Resolution for Members approval.

Except Smt. J.P. Irene Cynthia, IAS, Managing Director and her husband Shri. S. Viswanathan, IAS, Nominee Director, ChPA, none of the other Directors or Key Managerial Personnel or their relatives is, in anyway, concerned or interested, in the said resolution.

This along with the relevant resolution, may be treated as an Abstract pursuant to Section 190 of the Act.

Brief Resume of Smt. J.P. Irene Cynthia is as under:-

Particulars	Details	
Date of Birth and Age	07/07/1982 and 41 years	
Date of first appointment on the Board	21/08/2023	
Educational & Professional Qualification	B.Com (Commerce and Economics), MBA	
Experience	Smt.J.P.Irene Cynthia started her career as Manager in Department of Banking and Supervision Reserve Bank of India in the year 2006. She has worked as the Collector of Burhanpur, Panna Districts. She has held the position of CEO Zilla Panchayat (Bhopal), Project Director for UDAY ADB Funded project and Additional Commissioner, Urban Directorate, Director in Rajya Shiksha Kendra SSA School Education Department, Director Budget in Finance.	
Securities held in KPL		
Relationship with other Directors/KMP of KPL	Smt.J.P.Irene Cynthia,IAS, Managing Director is the wife of Shri.S. Viswanathan,IAS, Nominee Director, ChPA.	
Directorship/ Membership in other Companies	Name of the Company	Nature of interest/concern
	Sethusamudram Corporation Limited	Additional Director
	Kanniyakumari Port Limited	Director

Chairmanship/Membership of various committees in other companies	Nil
Terms and conditions of appointment	As set out in resolution at Item No.6 of the Notice convening this meeting read with Explanatory Statement
Remuneration last drawn	Rs. 2,04,584/- p.m.
Number of Meetings of the Board attended during the year	Not applicable as she assumed charge w.e.f. 21.08.2023.

Item No.7

Captain Anoop Kumar Sharma (DIN: 03531392) was appointed as Non-Official Independent Director in the 20th Annual General Meeting of Kamarajar Port Limited (KPL) for a period of three years w.e.f. 10.11.2020 up to 9th November, 2023 (“first term”). As his first term is due to expire on 9th November, 2023, Chennai Port Authority (ChPA), who is holding 100% equity shares in the Company, vide its Letter No. ChPA/KPL Cell/2023/F dated 8th September 2023 has informed that Board of ChPA has approved the re-appointment of Capt. Anoop Kumar Sharma as an Independent Director in the Board of the Company for a period of 3 years. Based on the Performance Evaluation of Capt. Anoop Kumar Sharma and the recommendation of Nomination and Remuneration Committee, Board of Directors of the Company in the meeting held on 22nd September, 2023, has accorded approval for re-appointment of Capt. Anoop Kumar Sharma as an Independent Director for another period of three years w.e.f. 10.11.2023 subject to your approval. He shall not be liable to retire by rotation. The Company has received notice under Section 160 of the Companies Act, 2013 from a member proposing his appointment for the office of Independent Director. Pursuant to Section 149 of the Companies Act, 2013, Independent Director shall be eligible for reappointment on passing of a special resolution by the Company and on fulfillment of criteria stipulated thereunder. In the opinion of the Board, he fulfills the conditions of re-appointment specified in the Act and the rules made thereunder.

Considering his background, experience and valuable contribution, re-appointment of Captain Anoop Kumar Sharma is in the interest of the Company. Pursuant to the Companies Act, 2013, approval of the members is to be obtained. Board of Directors recommends the resolution for Members approval as a Special Resolution.

Captain Anoop Kumar Sharma (DIN: 03531392) is deemed to be interested in proposed resolution to the extent of his re-appointment as 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.

Brief Resume of Captain Anoop Kumar Sharma is as under:-

Particulars	Details
Date of Birth and Age	21/08/1960 and 63 years
Date of first appointment on the Board	10/11/2020
Educational & Professional Qualification	Master (F.G.); Diploma in Marketing Management; Fellow of Institute of Chartered Shipbrokers London; Licenciate of the Insurance Institute of India; Executive Business Leadership Program, ISB Hyderabad. Certified Independent Director and ESG Impact Leader by Indian Institute of Corporate Affairs, Ministry of Corporate Affairs;
Experience	Capt. Anoop Kumar Sharma is the former 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.
Securities held in KPL	Nil
Relationship with other Directors/KMP of KPL	Not applicable
Directorship/ Membership in other Companies	Nil
Chairmanship/Membership of various committees in other companies	Nil

Terms and conditions of re-appointment	He shall not be liable to retire by rotation.
Remuneration last drawn including sitting fees for all Meetings	Sitting fee paid during the FY 2022-23 is Rs.3,80,000/-
Number of Meetings of the Board attended during the year	Corporate Governance Report (Annexure V of Board's Report) may be referred.

Item No.8

Smt. Sarla Balagopal (DIN: 01572718) was appointed as Non-Official Independent Director in the 20th Annual General Meeting of Kamarajar Port Limited (KPL) for a period of three years w.e.f. 10.11.2020 up to 9th November, 2023 ("first term"). As her first term is due to expire on 9th November, 2023, Chennai Port Authority (ChPA), who is holding 100% equity shares in the Company, vide it's Letter No ChPA/KPL Cell/2023/F dated 8th September 2023, has informed that Board of ChPA has approved the re-appointment of Smt. Sarla Balagopal as an Independent Director in the Board of the Company for a period of 3 years. Based on the Performance Evaluation of Smt. Sarla Balagopal and the recommendation of Nomination and Remuneration Committee, Board of Directors of the Company, in the meeting held on 22nd September, 2023, has accorded approval for re-appointment of Smt. Sarla Balagopal as an Independent Director for another period of three years w.e.f.10.11.2023 subject to your approval. She shall not be liable to retire by rotation. The Company has received notice under Section 160 of the Companies Act, 2013 from a member proposing the appointment of Smt. Sarla Balagopal for the office of Independent Director.

Pursuant to Section 149 of the Companies Act, 2013, Independent Director shall be eligible for reappointment on passing of a special resolution by the Company and on fulfillment of criteria stipulated thereunder. In the opinion of the Board, she fulfills the conditions of re-appointment specified in the Act and the rules made thereunder.

Considering her background, experience and valuable contribution, re-appointment of Smt. Sarla Balagopal is in the interest of the Company. Pursuant to the Companies Act, 2013, approval of the members is to be obtained. Board of Directors recommends the resolution for Members approval as a Special Resolution.

Smt. Sarla Balagopal (DIN: 01572718) is deemed to be interested in proposed resolution to the extent of her re-appointment as 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.

Brief Resume of Smt. Sarla Balagopal is as under:-

Particulars	Details
Date of Birth and Age	03/11/1955 and 67 years
Date of first appointment on the Board	10/11/2020
Educational & Professional Qualification	M.A. (English Lit) M.Phil. (Public Administration)
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> <p>She has expertise in costing and pricing of transportation products, PPP (Public Private Partnership) projects and contract management.</p>
Securities held in KPL	Nil
Relationship with other Directors/KMP of KPL	Not applicable
Directorship/ Membership in other Companies	Nil
Chairmanship/Membership of various committees in other companies	Nil
Terms and conditions of re-appointment	She shall not be liable to retire by rotation.
Remuneration last drawn including sitting fees for all the	Sitting fee paid during the FY 2022-23 is Rs.4,40,000/-
Number of Meetings of the Board attended during the year	Corporate Governance Report (Annexure V of Board's Report) may be referred.

Item No. 3**Brief resume of Shri Sunil Paliwal is as under:-**

Particulars	Details	
Date of Birth and Age	25/11/1968; 54 years	
Date of first appointment on the Board	16/09/2019	
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.	
Experience	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. 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. He is also the Chairman-cum-Managing Director of Sethusamudram Corporation Limited and Director in Chennai-Ennore Port Road Company Limited, Kanniyakumari Port Limited and Chennai MMLP Private Limited.	
Securities held in KPL	1 Equity Share of Rs. 10/- as a nominee of Chennai Port Authority	
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
	Sethusamudram Corporation Limited	Chairman cum Managing Director
	Chennai MMLP Private Limited	Nominee Director
Chairmanship/Membership of various committees in other companies	Corporate Governance Report (Annexure V of Board's Report) may be referred.	
Terms and conditions of appointment	Non- Executive Director liable to retire by rotation. No sitting fee payable.	
Remuneration last drawn	Corporate Governance Report (Annexure V of Board's Report) may be referred.	
Number of Meetings of the Board attended during the year	Corporate Governance Report (Annexure V of Board's Report) may be referred.	