

KAMARAJAR PORT LIMITED
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

NOTICE OF 1st EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the 1st Extraordinary General Meeting (“EGM”) of the Members of Kamarajar Port Limited (“Company”) will be held on Tuesday, the 18th day of October 2022 at 3.00 P.M (IST) through two way Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), in compliance with the applicable provisions of the Companies Act, 2013 (“Act”), the General Circular No. 3/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs (“MCA”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), to transact the following businesses:

SPECIAL BUSINESS

1. To consider and approve Re-appointment of Shri V.M.V. Subba Rao as Independent Director on the Board of Kamarajar Port Limited.

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, and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act, and in terms of ChPA Letter No. ChPA/KPL Cell/2022/F dated 11th October, 2022 and as recommended by the Nomination and Remuneration Committee and appointed by the Board of the company, the consent of the members of the Company be and is hereby accorded to re-appoint Shri. V.M.V Subba Rao (DIN: 02435597), as an Independent Director of the Company w.e.f 6.11.2022 for a period of two years and shall not be liable to retire by rotation.”

Place: Chennai

Date : 18.10.2022

By the Order of the Board of Directors
Sd/-

Jayalakshmi Srinivasan
Company Secretary

NOTES:

- a) The Circulars issued by the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”) permits the holding of Extraordinary General Meeting of the Company (“EGM”) through VC /OAVM without the physical presence of the Members at a common venue till 31.12.2022. In compliance with the applicable provisions of the Companies Act, 2013 (“Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued by MCA and SEBI, it is proposed to hold the EGM through VC /OAVM.
- b) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM 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 EGM 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 EGM and therefore the Proxy Form, Route Map and Attendance Slip is not annexed to this Notice. Members attending the EGM 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 only by sending emails through their registered email addresses 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 EGM 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 at the meeting is annexed hereto.
- d) Pursuant to MCA Circular No. 03/2022 dated May 5, 2022 Notice of the EGM is being sent only through electronic mode to Members. Members may note that the Notice will be available on the Company’s website www.kamarajarport.in
- e) 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 EGM through VC/OAVM on its behalf and to vote.
- f) The Members can join the EGM 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 EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

- g) Statutory registers as stipulated in the Companies Act, 2013 will be available electronically/ kept open for inspection during the EGM. Members seeking to inspect such documents can send an email to agm-shareholders@kplmail.in
- h) Members are requested to notify immediately any change of address to their respective Depository Participant
- i) Brief resume of the Director seeking appointment at this EGM is attached hereto and forms part of the Notice.

Instructions for attending the EGM through VC:

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

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

Shri. V.M.V. Subba Rao (DIN: 02435597) was appointed as Non- Official Independent Director in the 19th Annual General Meeting of Kamarajar Port Limited (KPL) for a period of three years w.e.f. date of notification of his appointment (i.e.) 06.11.2019.

As his tenure is expiring on 5th November, 2022, Chennai Port Authority (ChPA), vide it's Letter No. ChPA/KPL Cell/2022/F dated 11th October, 2022 has informed that Board of Chennai Port Authority has approved the re-appointment of Shri. V.M.V. Subba Rao, as an Independent Director in the Board of KPL. Based on the Performance Evaluation of Shri. V.M.V. Subba Rao, Nomination and Remuneration Committee has given its recommendation to the Board for re-appointment of Shri. V.M.V. Subba Rao as Independent Director in the Board of Kamarajar Port Limited for another period of two years. Based on the recommendation of Nomination and Remuneration Committee, Board of Directors in the meeting held on 18th October, 2022, has accorded the approval for re-appointment of Shri. V.M.V. Subba Rao as an Independent Director in the Board of Kamarajar Port Limited (KPL) for another period of two years w.e.f. 06.11.2022 subject to your approval and shall not be liable to retire by rotation.

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 specified in the Act and the rules made there under for such re-appointment. Board recommends the re-appointment of Shri V.M.V.Subba Rao as an Independent Director for approval by members.

His brief resume is as under:-

| Particulars | Details | |
|--|--|----------------------------|
| Date of Birth and Age | 10/04/1965; 57 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 specialization 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 | Name of the Company | Nature of interest/concern |
| | Enrica Enterprises Private Limited | Director |
| Tenure and Terms and Conditions | Tenure is for two years w.e.f. 06.11.2022 and he shall not be liable to retire by rotation. | |
| Remuneration last drawn | Not Applicable | |

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| Number of Meetings attended during the year | Shri.V.M.V.Subba Rao has attended all the 9 Board Meetings conducted during the financial year 2021- 22. |
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Shri V.M.V. Subba Rao, (DIN: 02435597) is deemed to be interested in proposed resolution to the extent of his re-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, experience and valuable contribution during his first tenure, 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 a Special Resolution.
