

**KAMARAJAR PORT LIMITED**  
**CIN: U45203TN1999PLC043322**

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

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

Website: [www.kamarajarport.in](http://www.kamarajarport.in), Email: [jayasrin@kplmail.in](mailto:jayasrin@kplmail.in)

**NOTICE**

**NOTICE** is hereby given that the 22<sup>nd</sup> Annual General Meeting of Members of Kamarajar Port Limited will be held on Wednesday, the 28<sup>th</sup> day of September 2022 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 31<sup>st</sup> March 2022, the Statement of Profit & Loss Account for the year ended 31<sup>st</sup> March 2022 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 first Interim Dividend paid @ 20% of the paid-up equity share capital (Rs.2/- per share) and second Interim Dividend paid @ 10% of the paid-up equity share capital (Rs.1/- per share) for the financial year 2021-22 & to approve declaration of the Final Dividend @70% on paid-up equity share capital (Rs.7/- per share).
3. To appoint a Director in place of Shri Sadagopan Kumar Balajiarun (DIN:07526368) 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 2022-23.”

## **SPECIAL BUSINESS**

5. Appointment of Shri Sunil Paliwal, I.A.S.(DIN: 01310101) 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 Section 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, provisions of Articles of Association of the Company, Shri. Sunil Paliwal, I.A.S., (DIN: 01310101) who was appointed as Non- Executive Chairman and Managing Director (In charge) of the Company by the Board w.e.f. 10.11.2021 in terms of the resolution passed in the Board meeting held on 8<sup>th</sup> November 2021 and in terms of Chennai Port Authority’s (Earlier known as Chennai Port Trust) Letter No.A3/5944/2021/GA dated 5.11.2021, be and is hereby appointed as Managing Director w.e.f 10.11.2021 until such time, a regular Managing Director for KPL is appointed by Chennai Port Authority, on terms as set out in the Statement pursuant to Section 102 of the Companies Act,2013 annexed to the Notice of this Annual General Meeting and shall not be liable to retire by rotation.”

**Place:** Chennai  
**Date:** 11.08.2022

**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 Annual General Meeting of the Company (“AGM”) 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 AGM through VC /OAVM.
- 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 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. 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 at the meeting is annexed hereto.
- d) Pursuant to MCA Circular No. 02/2022 dated May 5, 2022 read with Circular 02/2021 dated January 13, 2021, Circular No. 20/2020 dated May 5, 2020 and SEBI Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, Notice of the AGM along with the Annual Report for F.Y. 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice will be available on the Company's website [www.kamarajarport.in](http://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 AGM through VC/OAVM on its behalf and to vote.
- f) 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.
- g) 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](mailto: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 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 the Chairman cum Managing Director of the Company w.e.f.16.09.2019 for a period of five years from the date of assumption of post or until further orders whichever is earlier, in the 20<sup>th</sup> Annual General Meeting of the Company. In line with the direction given at the time of finalizing the strategic road map for Chennai Port Authority & Kamarajar Port Limited after disinvestment in KPL by Government of India, CMD, KPL assumed charge as Chairman of the Chennai Port Authority w.e.f 10.11.2021 for an overall tenure of 5 years upto 15.9.2024. Pursuant to the Chennai Port Authority's Letter No.A3/5944/2021/GA dated 05.11.2021 and the resolution passed in the meeting of the Board of Directors of KPL, he became Chairman (Non-Executive) of Kamarajar Port Limited w.e.f. 10.11.2021.

Further, based on the terms and conditions set out in Chennai Port Authority's Letter No.A3/5944/2021/GA dated 05.11.2021 and recommendation of the Nomination and Remuneration Committee of KPL and resolution passed by the Board of Directors of KPL in its meeting held on 8<sup>th</sup> November 2021, he assumed charge to act as Managing Director (In charge) of the Company w.e.f. 10.11.2021 until such time, a regular Managing Director for KPL is appointed by Chennai Port Authority.

**Brief resume of Shri Sunil Paliwal is as under:-**

<b>Particulars</b>	<b>Details</b>
Date of Birth and Age	25/11/1968; 53 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	Chairman, Chennai Port Authority
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.	
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	<b>Name of the Company</b>	<b>Nature of interest/ concern</b>
	Chennai Ennore Port Road Company Limited	Nominee Director
	Kanniyakumari Port Limited	Nominee Director
	Sethusamudram Corporation Limited	Chairman-cum-Managing Director
Remuneration last drawn	Corporate Governance Report ( <b>Annexure VI</b> of Board's Report) may be referred.	
Number of Meetings of the Board attended during the year	Corporate Governance Report ( <b>Annexure VI</b> of Board's Report) may be referred.	

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 Managing Director (Incharge) 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 remuneration and sitting fees for attending the meeting of the Board or Committees thereof will be paid to Shri Sunil Paliwal I.A.S.

In view of his background and experience, it will be in the interest of the Company that he continues to act as Managing Director of the Company till a regular Managing Director is appointed. 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.

**Brief Resume of Shri Sadagopan Kumar Balajiarun is as under:-**

<b>Particulars</b>	<b>Details</b>
Date of Birth and Age	05.06.1971; 51 years
Educational & Professional Qualification	B.Law
Business Occupation	Deputy Chairman, Chennai Port Authority
Experience	Deputy Chairperson, Chennai Port Authority since August, 2020 and was holding additional charge of CMD, Hooghly Dock & Port Engineers Limited. Previously, he was the Deputy Chairman, Kolkata Port Trust from April 2016 to August 2020. He worked as Senior General Manager, Container Corporation of India, Chennai from 4.6.2014 to 2.4.2016. He has wide experience in operations, commercial and safety wings of Railways. He has also worked as Deputy Chief Operations Manager (DCOM), Southern Railway HQrs. both in freight and passenger train operations. He has worked as Senior Divisional Operations Manager of Chennai and Tiruchirappally Divisions of Southern Railway for seven years. He has also worked as Deputy Chief Operations Manager, South East Central Railway, Bilaspur and Divisional Operations Manager (Mainline - Freight), Bilaspur Division. He was instrumental in computerization of control charting of operations in all the Divisions of South East Central Railway as well as in Tiruchirappally Division of Southern Railway. He also has wide experience in planning and project management of railway traffic infrastructure works. He has also worked as Area Manager, Ernakulam, Kerala. He started his career as Asst. Commercial Manager, Chennai Division.
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	<b>Name of the Company</b>	<b>Nature of interest/concern</b>
	Central Inland Water Transport Corpn Ltd.	Managing Director
	Hooghly Dock & Port Engineers Ltd	Director
	Chennai- Ennore Port Road Company Limited	Nominee Director
	Kanniyakumari Port Limited	Nominee Director
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	Corporate Governance Report ( <b>Annexure VI</b> of Board's Report) may be referred.	