



KAKINADA SEAPORTS LIMITED

Registered Office: 1st Floor, D No:54-14/8-36, Plot No-17, Road No:2,
Bharathi Nagar, Vijayawada, Krishna District – 520 008 Andhra Pradesh
CIN: U24239AP1998PLC098093 Tele Fax: 0866-2473747

Website: www.kakinadaseaports.in e-mail: mailhyd@kakinadaseaports.in

Dear Members,

Invitation to attend the 23rd Annual General Meeting on Saturday, 24th day of July, 2021 at 10:00 AM.

You are cordially invited to attend the 23rd Annual General Meeting on Saturday, 24th July, 2021 at 10:00 AM IST through video conferencing. The notice convening the Annual General Meeting is attached herewith. In order to enable ease of participation of the Members, we are providing below the key details regarding the meeting for your reference:

S.No.	Particulars	Details
1.	<u>Weblink to access e-AGM</u>	Members may attend the AGM through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') by accessing the link Kakinada Seaports is inviting you to a scheduled Zoom meeting. Topic: Kakinada Seaports' Zoom 23rd Annual General Meeting Time: Jul 24, 2021 10:00 AM India Join Zoom Meeting https://us02web.zoom.us/j/86889343625?pwd=NXBTTmcxSDdINUVnTFIUaWd6NTZLUT09 Meeting ID: 868 8934 3625 Passcode: 100857
2.	Helpline numbers for VC/OAVM participation / technical assistance before or during AGM	Contact Mr. Raju- 9866556687 Mrs. Susri - 7093995129
3.	Contact details of Company Secretary	Mrs. Vibha Jain vibha@kakinadaseaports.in Mob: 9866556701
4.	Instructions for attending the AGM through VC.	<ol style="list-style-type: none">1. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 15 minutes after such schedule time.2. Members are encouraged to join the Meeting using Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge or Mozilla Firefox 23. Members will be required to grant access to the web-cam to enable two-way video conferencing4. Members are advised to use stable Wi-Fi or LAN connection to participate at the AGM through VC in a smooth manner. Participants may experience audio/video loss due to fluctuation in their respective networks.

Vibha Jain

Yours truly,
Mrs. Vibha Jain
Company Secretary





KAKINADA SEAPORTS LIMITED

Registered Office: 1st Floor, D No:54-14/8-36, Plot No-17, Road No:2,
Bharathi Nagar, Vijayawada, Krishna District – 520 008 Andhra Pradesh CIN: U24239AP1998PLC098093
Tele Fax: 0866-2473747

Website: www.kakinadaseaports.in e-mail: mailhyd@kakinadaseaports.in

NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting of Kakinada Seaports Limited will be held Saturday, 24th July, 2021 at 10:00 AM IST in accordance with the applicable provisions of the Companies Act, 2013 read with the Ministry of Corporate Affairs (“MCA”) circulars dated 5th May, 2020 and 13th January, 2021 read with other previous circulars issued in that connection (collectively referred to as “MCA Circulars”), through Video Conferencing (‘VC’)/Other Audio Visual Means (‘OAVM’) facility to transact the following business:

ORDINARY BUSINESS:

Item 1: Adoption of Audited Financial Statements for the Financial Year ended March 31, 2021

To receive, consider, approve and adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the Reports of Board of Directors and Auditors thereon.
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 and the Report of Auditors thereon

Item 2: Re-Appointment of Mr. K. V. Rao, retiring director, as a Director

To appoint a director in place of Mr. K. V. Rao (DIN: 00012584), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. K. V. Rao (DIN: 00012584), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, and being eligible offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company whose office shall be liable to retirement by rotation.”

SPECIAL BUSINESS:

Item 3: Regularisation of Additional Director, Mr. G S V Ranga (DIN: 08916832) by appointing him as Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. G S V Ranga (DIN: 08916832), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 10th February, 2021 on the Board of the Company

and who holds office up to the date of this Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 and Articles of Association of the Company and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Act read with Rules framed thereunder (including any statutory modification(s) or re-enactment thereof to the Act) as amended from time to time and pursuant to the Articles of Association of the Company, consent of the Members be and is hereby accorded to appoint Mr. G S V Ranga (DIN: 08916832) as an Independent Director of the Company for a period of five years effective from 24th April, 2021, not liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

Item 4: To Appoint Mr. Mr. Kodhanda Ram Reddy Ojili (DIN: 07314598) as a Non-Executive Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Kodhanda Ram Reddy Ojili (DIN: 07314598), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 10th February, 2021 on the Board of the Company and who holds office up to the date of this Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 and Articles of Association of the Company and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as a Non- Executive Non Independent Director of the company, liable to retire by rotation.

Item 5: To Appoint Mr. M. Sri Charan (DIN: 07134379) as a Non-Executive Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. M. Sri Charan (DIN: 07134379), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 28th June, 2021 on the Board of the Company and who holds office up to the date of this Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 and Articles of Association of the Company and who is eligible for appointment

and has consented to act as Director of the Company and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as a Non- Executive Non Independent Director of the company, liable to retire by rotation.

By order of the Board of Directors
For Kakinada Seaports Limited

Date: 28th June, 2021

Place: Hyderabad

Vibha Jain

Vibha Jain
Company Secretary
M. No 19304



NOTES

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its circular dated 5th May, 2020 and 13th January, 2021 read with other previous circulars issued in that connection (collectively referred to as "MCA Circulars"), permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM and thus physical attendance of Members has been dispensed with. In compliance with the said Circulars, the AGM of the Company is being held through Video Conference (VC) / Other Audio-Visual Mode (OAVM) hereinafter called as 'e-AGM' and as such the route map is not annexed to this Notice.
2. The deemed venue for 23rd e- AGM shall be the registered office of the Company.
3. **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. Since this e-AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
4. Institutional/Corporate Shareholders (i.e. other than individuals) are required to send a scanned copy (PDF/JPG format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company Secretary by e-mail through its registered e-mail address to vibha@kakinadaseaports.in
5. The Company has enabled the Members to participate at the 23rd e- AGM through the VC facility by accessing the following Link with Meeting ID: 868 8934 3625 and Passcode: 100857-
<https://us02web.zoom.us/j/86889343625?pwd=NXBTTmcxSDdINUVnTFIUaWd6NTZLUT09>
The instructions for participation by Members are given in the subsequent paragraphs.
6. As per the provisions under the MCA Circulars, Members attending the e-AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 hereinafter called as "Act".
7. The facility of joining the e-AGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the e-AGM, i.e. from 09.45 am to 10.15 pm.

8. In terms of section 101 and 136 of the Act, read together with the Rules made thereunder, the prescribed companies may send the notice of annual general meeting and the annual report, including Financial Statements, Board Report etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website at https://kakinadaseaports.in/?page_id=1166
9. To receive shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their e-mail address with their respective depository participant, where shares are held in electronic form. Where shares are held in physical form, members are advised to register their e-mail address by sending e-mail to vibha@kakinadaseaports.in. Members are requested to register their e-mail id and support our commitment to environmental protection by choosing to receive the Company's communication through e-mail going forward.
10. The members who have not yet registered their e-mail ids with the Company may contact on (e-mail) vibha@kakinadaseaports.in or (phone no.) Mob: 9866556701, for registering their e-mail ids on or before 15th July, 2021. The Company shall send the Notice to such members whose e-mail ids get registered within the aforesaid time enabling them to participate in the meeting and cast their votes.
11. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
12. In accordance with the MCA circulars, the following registers shall be made accessible for inspection through electronic mode, which shall remain open and be accessible to any member during the continuance of the meeting:
 - i) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - ii) Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Act.
13. For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance to vibha@kakinadaseaports.in under subject "Queries- 23rd AGM of Kakinada Seaports Limited" during the period starting from 12th July, 2021 (9.00 a.m.) upto 21st July, 2021 (5.00 p.m.) mentioning their name, demat account no./Folio no., e-mail Id, mobile number etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
14. Since the meeting will be conducted through VC/OAVM facility, the Route Map is not annexed in this Notice.
15. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto as Annexure-1A.
16. Brief details of the directors seeking regularisations and re-appointment, is annexed hereto as per the provisions of the Act as Annexure-1B.

ANNEXURE -A TO THE NOTICE FOR 23RD AGM

Statement pursuant to Section 102(1) of the Companies Act, 2013 and under Secretarial Standard on General Meetings (SS-2) for Item Nos. 3,4 and 5.

Item No. 3

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, appointed Mr. G S V Ranga (DIN:08916832) as an Additional Director with effect from 10th February, 2021 pursuant to Section 161(1) of the Companies Act, 2013 and as an Independent Director pursuant to Section 149 of the Companies Act, 2013 with effect from 24th April, 2021. In terms of Section 161(1) of the Companies Act, 2013 read with Article 89 of the Articles of Association of the Company, Mr. G S V Ranga holds office as an Additional Director upto the date of ensuing Annual General Meeting.

The Company has received declaration from him that he meets the criteria of independence as prescribed u/s 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. G S V Ranga fulfills the conditions specified in the Act and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management.

Mr. G S V Ranga is a fellow (FCS) member of the Institute of Company Secretaries of India and a Postgraduate in Law (LLM) from Osmania University, Hyderabad. He is Legal Counsel advising various Infrastructure Companies in respect of matters relating to Corporate Laws and Litigation Management.

He has more than 25 years' experience and worked as a Company Secretary & Legal Counsel in diverse industry verticals Viz Manufacturing, IT Industry, Infrastructure and Mining. He has expertise in the areas of Contracts negotiation & Management, Domestic and International Arbitration, Litigation Management, IPO, Mergers & Acquisitions and Corporate Compliance & Risk management.

The other details of Mr. G S V Ranga in terms of Secretarial Standard 2 are annexed to this Notice (Annexure B). The Board of Directors is of the opinion that G S V Ranga's vast knowledge and varied experience will be of great value to the Company.

Mr. G S V Ranga, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a First Term of 5 (Five) years with effect from 24th April, 2021. Copy of the draft letter for appointment of Mr. G S V Ranga as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day till the date of AGM.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 24th April, 2021 has approved the appointment of Mr. G S V Ranga as an Independent Director and recommends the Ordinary Resolution for the approval by the Shareholders of the Company.

A copy of the draft letter of appointment of Mr. G S V RANGA as an Independent Director setting out the terms and conditions of re-appointment will be available for electronic inspection by the members

without any fee from the date of circulation of this Notice up to the date of AGM, i.e. July 24, 2021. Members seeking to inspect such documents can send an email to vibha@kakinadaseaports.in

Memorandum of Concern or Interest

None of the Directors, Key Managerial Personnel and their relatives except Mr. G S V Ranga himself may be deemed to be concerned or interested, financial or otherwise, in the resolution.

Item No. 4

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mr. Kodhanda Ram Reddy Ojili (DIN: 07314598) as an Additional Director from 10th February, 2021. In terms of Section 161(1) of the Companies Act, 2013 read with Article 89 of the Articles of Association of the Company, Mr. Kodhanda Ram Reddy Ojili holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting. Mr. Kodhanda Ram Reddy Ojili, being eligible has offered himself for appointment as a Director. The Company has received a notice from a Member signifying his intention to propose the candidacy of Mr. Kodhanda Ram Reddy Ojili for the office of Director of the Company under Section 160 of the Companies Act, 2013. Mr. Kodhanda Ram Reddy Ojili is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time.

Mr. Ram has done his Masters in Business Administration from Leeds Business School, Leeds Metropolitan University, Leeds, UK with specialization in International corporate finance and international marketing. He has 20 years of leadership experience in India and overseas. He expertises in Business development, Operations management, contract management, business migration and due diligence.

The other details of Mr. Kodhanda Ram Reddy Ojili (DIN: 07314598) in terms of Secretarial Standard 2 are annexed to this Notice (Annexure B). The Board of Directors is of the opinion that Mr. Kodhanda Ram Reddy Ojili's vast knowledge and varied experience will be of great value to the Company.

Your Directors recommend the Ordinary Resolution set forth in Item No. 4 of the Notice for approval of the members.

Memorandum of Concern or Interest

None of the Directors, Key Managerial Personnel and their relatives except Mr. Kodhanda Ram Reddy Ojili himself may be deemed to be concerned or interested, financial or otherwise, in the resolution.

Item No. 5

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mr. M. Sri Charan (DIN: 07134379) as an Additional Director from 28th June, 2021. In terms of Section 161(1) of the Companies Act, 2013 read with Article 89 of the Articles of Association of the Company, Mr. M. Sri Charan holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting. Mr. M. Sri Charan, being eligible has offered himself for

appointment as a Director. The Company has received a notice from a Member signifying his intention to propose the candidacy of Mr. M. Sri Charan for the office of Director of the Company under Section 160 of the Companies Act, 2013. Mr. M. Sri Charan is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time.

Mr. Sri Charan is a Bachelor of Technology in Industrial & Production Engineering. He has Over 16 years of experience out of which 5+ years as a Director for Mining & Mineral resources division, 5+ years as a Manager-Business Development and over 4 + years as Assistant Manager in production and maintenance.

The other details of Mr. M. Sri Charan in terms of Secretarial Standard 2 are annexed to this Notice (Annexure B). The Board of Directors is of the opinion that Mr. M. Sri Charan's vast knowledge and varied experience will be of great value to the Company.

Your Directors recommend the Ordinary Resolution set forth in Item No. 5 of the Notice for approval of the members.

Memorandum of Concern or Interest

None of the Directors, Key Managerial Personnel and their relatives except Mr. M. Sri Charan himself may be deemed to be concerned or interested, financial or otherwise, in the resolution.

Date: 28th June, 2021

Place: Hyderabad

**By order of the Board of Directors
For Kakinada Seaports Limited**

Vibha Jain

**Vibha Jain
Company Secretary
M. No 19304**



ANNEXURE -B TO THE NOTICE FOR 23RD AGM

Particulars/ Name	Mr. K. V Rao (DIN: 00012584) (Re-appointment)	Mr. GSV Ranga (DIN: 08916832) (Regularisation)	Mr. Kodhanda Ram Reddy Ojili (DIN: 07314598) (Regularisation)	Mr. M. Sri Charan (DIN: 07134379) (Regularisation)
Age	60 Years	54 Years	45 Years	45 Years
Qualifications	Graduate in Commerce	LLM and CS	MBA	B.Tech
Experience	Mr. K. Venkateswara Rao has been managing the affairs of the company since 2004 as its Director in charge of Operations and is currently the Chairman and Managing Director of the company. He also has vast experience in operating Ports and is also a promoter of many infrastructure projects and always has special emphasis on development of Kakinada for his infrastructure initiatives. Mr. K. Venkateswara Rao is instrumental in making the port more user friendly by initiating all around development works at the Kakinada Port.	He has more than 25 years of experience and worked as a Company Secretary & Legal Counsel in diverse industry verticals Viz Manufacturing, IT Industry, Infrastructure and Mining. He has expertise in the areas of Contracts negotiation & Management, Domestic and International Arbitration, Litigation Management, IPO, Mergers & Acquisitions and Corporate Compliance & Risk management. He previously worked as Head-Legal & Company Secretary in many organisations.	He has 20+ years of experience as C-suite executive with leadership experience in India and overseas. Professional in Mining, Banking and financial services and hospitality industries with expertise in Business Development, Operations management, contract management, business migration and due diligence. Proficient in managing and leading large teams for running successful entities with experience in developing procedures, service standards for business excellence.	He has 16+ years of experience out of which 5+ years as a Director for Mining & Mineral resources division, 5+ years as a Manager-Business Development and over 4 + years as Assistant Manager in production and maintenance.
Remuneration, if any	Salary of Rs. 30,00,000/- per month plus commission	Nil	Nil	Nil

First Appointment on the Board	27/09/2004	10/02/2021	10/02/2021	28/06/2021
Shareholding in Company	20 Shares	Nil	Nil	Nil
Relationship with other Directors/ KMP	Spouse of Mrs. K. Navatha, Director	N.A.	N.A.	N.A.
No. of Meetings attended in the year	Board Meetings: 9/9 Committee Meetings: 11/11	Board Meetings: 1/1 Committee Meetings: N.A	Board Meetings: 1/1 Committee Meetings: N.A	N.A
Other Directorships	<ol style="list-style-type: none"> 1. United Port Services Pvt. Ltd. 2. Belair Logistics Pvt. Ltd. 3. Kakinada Infrastructure Holdings Pvt. Ltd. 4. Kakinada LNG Pvt. Ltd. 5. Kakinada SEZ Ltd. 6. KSEZ Ports Pvt. Ltd. 7. Kakinada Container Terminal Pvt. Ltd. 8. V R Investments Pte. Ltd. 9. Great Value Holdings Pte. Ltd. 10. Azoop Infra Developers LLP 11. Uday Avenues LLP 	<ol style="list-style-type: none"> 1. Shreas Industries Ltd. 2. Kakinada SEZ Ltd. 3. Kakinada Gateway Port Ltd. 	<ol style="list-style-type: none"> 1. Annavaram Infra Ventures Pvt. Ltd. 2. Kakinada SEZ Ltd. 3. Kakinada Gateway Port Ltd. 4. Auro Industrial Parks Pvt. Ltd. 5. Ray Life Global Services Pvt. Ltd. 6. Auro Ports Pvt. Ltd. 	<ol style="list-style-type: none"> 1. Kakinada SEZ Ltd.
Membership in Committees in other Boards	United Port Services Pvt. Ltd.: Member-CSR Committee	None	None	None