# MINISTRY OF CORPORATE AFFAIRS RECEIPT

G.A.R.7

SRN: H37410958

Service Request Date: 28/12/2018

Payment made into: State Bank of India

Received From:

Name:

MR AND ASSOCIATES

Address:

46, B B GANGULY STREET, 4TH FLOOR

ROOM NO.6

KOLKATA, West Bengal

India - 700012

### Entity on whose behalf money is paid

CIN:

U63090WB2014GOI202678

Name:

VISAKHAPATNAM PORT LOGISTICS PARK LIMITED

Address:

21, NETAJI SUBHAS ROAD,

KOLKATA, West Bengal

India - 700001

### Full Particulars of Remittance

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee for Form MGT-7 for the financial year ending on 2018	Normal	600.00
	Total	600.00

Mode of Payment:

Internet Banking - State Bank of India

Received Payment Rupees: Six Hundred Only

Note—The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar, then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices offices and Fees) Rules, 2014)

### FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



## **Annual Return**

Form language Refer the instruction kit for filing the form.

. REGISTRATION AND OTI	HER DETAILS		
* Corporate Identification Numbe	er (CIN) of the company	U6309	0WB2014GOI202678
Global Location Number (GLN)	of the company		
* Permanent Account Number (F	PAN) of the company	AAECV	/8902F
(a) Name of the company		VISAKH	HAPATNAM PORT LOGIS
(b) Registered office address			
21, NETAJI SUBHAS ROAD, KOLKATA Kolkata West Bengal 700001	į ž		
(c) *e-mail ID of the company		gangul	y.mk@balmerlawrie.cor
(d) *Telephone number with STE	O code	033222	225758
(e) Website			
Date of Incorporation		24/07/2	2014
Type of the Company	Category of the Company		Sub-category of the Company
Private Company	Company limited by sh	ares	Union Government Company
Whether company is having share	e capital	Yes (	∩ No
*Whether shares listed on recogn	sized Stock Exchange(s)	Yes (	<ul><li>No</li></ul>

(vii) *Financial year From date 01/04/2						
01/04/2	017 (DI	D/MM/YYYY)	To date	31/03/2018	(DD/M	M/YYYY)
(viii) *Whether Annual general meeting	(AGM) held	<ul><li>Ye</li></ul>	es 🔘	No		
(a) If yes, date of AGM	4/09/2018					
(b) Due date of AGM	0/09/2018					
(c) Whether any extension for AGI	VI granted		Yes	<ul><li>No</li></ul>		
II. PRINCIPAL BUSINESS ACT	VITIES OF THE	COMPAN	Y			
*Number of business activities	0					
S.No Main Description of Mactivity group code		Business D Activity Code	escription	of Business ,	Activity	% of turnover of the company
1						
						1
III. PARTICULARS OF HOLDING	G, SUBSIDIARY	' AND ASS	OCIATE	COMPANI	IFS	
*No. of Companies for which informa	- I			ill All		
•	- I	2	Pre-I			hares held
*No. of Companies for which informa	cion is to be given	2 Hold	Pre-fiding/ Subsiding/	diary/Associa		hares held
*No. of Companies for which informa  S.No Name of the company	CIN / FCRN	2 Hold	Pre-fiding/ Subside Joint \	diary/Associa diary/Associa		
*No. of Companies for which informa  S.No Name of the company  1 BALMER LAWRIE AND CO. LTD	CIN / FCRN L15492WB1924GOIG	2 Hold 004835 093759	Pre-fiding/ Subside Joint \( Hole	diary/Associa diary/Associa ding ding	ate/ % of sl	60
*No. of Companies for which informa  S.No Name of the company  BALMER LAWRIE AND CO. LTD  BALMER LAWRIE INVESTMENT  IV. SHARE CAPITAL, DEBENT	CIN / FCRN L15492WB1924GOIG	2 Hold 004835 093759	Pre-fiding/ Subside Joint \( Hole	diary/Associa diary/Associa ding ding	ate/ % of sl	60
*No. of Companies for which informa  S.No Name of the company  1 BALMER LAWRIE AND CO. LTD  2 BALMER LAWRIE INVESTMENT	CIN / FCRN L15492WB1924GOIG	2 Hold 004835 093759	Pre-fiding/ Subside Joint \( Hole	diary/Associa diary/Associa ding ding	ate/ % of sl	60
*No. of Companies for which informations of S.No Name of the company  1 BALMER LAWRIE AND CO. LTD 2 BALMER LAWRIE INVESTMENT  IV. SHARE CAPITAL, DEBENT  (i) *SHARE CAPITAL	CIN / FCRN  CIN / FCRN  L15492WB1924GOK  L65999WB2001GOK  JRES AND OTH	2 Hold 004835 093759	Pre-fiding/ Subsider Joint \ Hole Hole RITIES O	diary/Associa diary/Associa ding ding	ate/ % of sl	60
*No. of Companies for which informa  S.No Name of the company  BALMER LAWRIE AND CO. LTD  BALMER LAWRIE INVESTMENT  IV. SHARE CAPITAL, DEBENT  (i) *SHARE CAPITAL  (a) Equity share capital	CIN / FCRN  CIN / FCRN  L15492WB1924GOK  L65999WB2001GOK  JRES AND OTH	2 Hold 004835 093759 HER SECUI	Pre-fiding/ Subsider Joint \ Hole Hole RITIES O	diary/Associate ding ding  F THE CO	ate/ % of sl	60

1			
Authorised	Issued	Subscribed	Paid up capital
capital	Capital	capital	r ald up capital
	Authorised capital	Authorised capital	Authorised capital Subscribed

Number of equity shares	140,000,000	135,064,963	135,064,963	135,064,963
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,400,000,000	1,350,649,630	1,350,649,630	1,350,649,630

### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

I	Ν'n	ım	her	of c	lasses
	IΝι	um	ıber	OT C	iasses

0		
_		- 1

Class of shares	Authorised	Issued capital	Subscribed	Paid up capital
Number of preference shares	Capital		capital	
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

#### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

#### (d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
at the beginning of the year	30,010,000	300,100,000	300,100,000	
Increase during the year	105,054,963	1,050,549,630	1,050,549,630	0
i. Pubic Issues	0	0	0	
ii. Rights issue	51,000,000	510,000,000	510,000,000	
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	54,054,963	540,549,630	540,549,630	
v. ESOPs	0	0	0	
vi. Sweat equity shares allotted	0	0	0	0

ii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
x. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
. Buy-back of shares	0	0	0	0
i. Shares forfeited	0	0	0	0
ii. Reduction of share capital	0	0	0	0
v. Others, specify				
At the end of the year	135,064,963	1,350,649,630	1,350,649,630	
Preference shares				
At the beginning of the year	0	0	0	
	0	0	0	0
Increase during the year				0
Increase during the year i. Issues of shares	0	0	0	
i. Issues of shares ii. Re-issue of forfeited shares	0	0	0	0
i. Re-issue of forfeited shares ii. Others, specify	0	0	0	0
i. Issues of shares ii. Re-issue of forfeited shares iii. Others, specify  Decrease during the year	0 0	0 0 0	0 0	0
i. Issues of shares ii. Re-issue of forfeited shares iii. Others, specify  Decrease during the year i. Redemption of shares	0 0 0	0 0 0	0 0 0	0 0
Increase during the year  i. Issues of shares  ii. Re-issue of forfeited shares  iii. Others, specify  Decrease during the year  i. Redemption of shares  iii. Shares forfeited	0 0 0	0 0 0	0 0 0	0 0 0
Increase during the year  Increase during the year  i. Issues of shares  ii. Re-issue of forfeited shares  iii. Others, specify  Decrease during the year  i. Redemption of shares  iii. Shares forfeited  iii. Reduction of share capital  iv. Others, specify	0 0 0	0 0 0 0	0 0 0	0 0 0 0

(ii) Details of stock split/consolidation during the year (for each class of shares)

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Class o	f shares		(i)			(ii)		(iii)	
Before split /	Number of shares				<u> </u>		l		
Consolidation	Face value per share								
After split /	Number of shares								
Consolidation	Face value per share								
(iii) Details of share of the first return a	es/Debentures Tra t any time since th	nsfers s ne incor	since porat	closure ion of th	date o e com	f last fi pany) *	nancia	al year (or in th	ie case
	vided in a CD/Digital Mo	edia]		0	Yes	O 1	lo	Not Applicab	le
Separate sheet at	ached for details of tra	nsfers		0	Yes	O N	lo		
Note: In case list of trans Media may be shown.	sfer exceeds 10, option	for subm	ission a	ıs a separa	te sheet	attachm	ent or s	submission in a CD	/Digital
Date of the previous	s annual general mee	ting							
Date of registration	of transfer (Date Mon	th Year)							
Type of transfe	er	1 - E	quity, 2	2- Prefere	nce Sh	ares,3 -	Deber	ntures, 4 - Stock	
Number of Shares/ Units Transferred	Debentures/			Amount Debentu					
Ledger Folio of Tran	sferor								
Transferor's Name									
	Surname			middle	name			first name	
Ledger Folio of Tran	sferee								
Transferee's Name									
	Surname			middle	name			first name	

Date of registration of transfer (Date Month Year)								
Type of transfer	1 - E	quity, 2- Preference Shares,3 -	Debentures, 4 - Stock					
Number of Shares/ Debentures/ Units Transferred  Amount per Share/ Debenture/Unit (in Rs.)								
Ledger Folio of Transferor								
Transferor's Name								
	Surname	middle name	first name					
Ledger Folio of Transferee								
Transferee's Name								
	Surname	middle name	first name					

### (iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			203,172,000
Deposit			0
Total			203,172,000

#### **Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

v) Securities (d	other than shares and	0			
Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

## V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover		

1,320,305,000

#### (ii) Net worth of the Company

### VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family	a			
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	81,038,977	60	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others Trust	54,025,985	40	0	
	Tota	135,064,962	100	0	0

To	tal	number	of	shareholders	(promoters)	
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2		
-		

## (b) \*SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equi	ty	Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	1	0	0	0

Total number of shareholders (other than promoters)	1
Total number of shareholders (Promoters+Public/ Other than promoters)	3

# VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	1	2
Members (other than promoters)	1	1
Debenture holders	0	0

### VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### (A) \*Composition of Board of Directors

Category		lirectors at the g of the year		ectors at the end e year	Percentage of shares held by directors as at the end of year		
	Executive Non-executive		Executive	Non-executive	Executive	Non-executive	

A. Promoter	0	0	0	0	0	0
B. Non-Promoter	0	3	0	5	0	0
(i) Non-Independent	0	3	0	5	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	3	0	5	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

### (B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year

Name	Name DIN/PAN		Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
KALYAN SWAMINATH	06912345	Director	0	
SHYAM SUNDAR KHU	07475677	Director	1	
MANAS KUMAR GANG	01311109	Director	0	
HARANADH LAKSHMI	07295378	Additional director	0	
AMAL KUMAR MEHER	07819788	Additional director	0	

#### (ii) Particulars of change in director(s) and Key managerial personnel during the year

Name		beginning / during	lebango in decignation/	Nature of change (Appointment/ Change in designation/ Cessation)
HARANADH LAKSHMI	ARANADH LAKSHMI 07295378		20/09/2017	APPOINTMENT
AMAL KUMAR MEHER	AL KUMAR MEHER 07819788		20/09/2017	APPOINTMENT

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held 5

Type of meeting	Date of meeting	Total Number of Members entitled to	Attendance			
	attend meeti		Number of members attended	% of total shareholding		
EXTRA ORDINARY GENEF	22/05/2017	2	2	100		
EXTRA ORDINARY GENEF	18/07/2017	2	2	100		
ANNUAL GENERAL MEETI	14/09/2017	3	3	100		
EXTRA ORDINARY GENEF	20/11/2017	3	2	66.66		
EXTRA ORDINARY GENEF	16/01/2018	3	3	100		

#### **B. BOARD MEETINGS**

\*Number of meetings held 13

		Total Number of directors	Attendance				
S. No.	Date of meeting	associated as on the date					
		of meeting	Number of directors attended	% of attendance			
1	12/04/2017	3	3	100			
2	16/05/2017	3	3	100			
3	17/05/2017	3	2	66.67			
4	15/06/2017	3	3	100			
5	21/06/2017	3	2	66.67			
6	18/07/2017	3	3	100			
7	21/07/2017	3	3	100			
8	13/09/2017	3	2	66.67			
9	20/09/2017	3	2	66.67			
10	20/11/2017	5	4	80			
11	20/11/2017	5	4	80			
12	22/12/2017	5	3	60			

#### **C. COMMITTEE MEETINGS**

mber o	of meeting	gs held				0									
S.	No.	Ty <sub>l</sub> me	oe of eting	Date o	Total Number of Members as on the date of the meeting		Number of members attended %					of attendance			
	1 TTENDANCE OF DIRECTORS														
*ATTE	ENDANG	CE OF	DIRECT	ORS											
					Board Me	etings	•		C	ommittee	Meetin	gs	Whethe attended A		
S. No.	Nar of the d		Number Meetings director v	which	Number Meetings		% of attendan	20	Number of Meetings which director was	Meetings	S	% of	ice	held on	
			entitled tattend	0	attended		allendan	JC	entitled to attend	attende	ded	attoridan		14/09/2018	
														(Y/N/NA)	
1	KALYAI	N SWA	13		13	3	10	)	0	(	)	0		Yes	
2	SHYAN	HYAM SUNE 13		3	9		69.2	23	0	0		0		Yes	
3	MANAS	NAS KUM/ 13		3	9		69.23		0	(	)	0		No	
4	HARAN	IARANADH L 4			3	3			0		)	0		No	
5	AMAL P	KUMAF	4		3		75		0	(	)	0		Yes	
X. *RE	MUNER	RATION	OF DIF	RECTO	RS AND	KEY	MANAG	ERIA	L PERSONNEI	L				I.	
$\boxtimes$	Nil														
umber o	of Manag	ing Dire	ctor, Who	ole-time	Directors	and/c	r Manage	r whos	e remuneration o	letails to	be ente	red			
S. No.		Name		Desig	nation	Gro	ss Salary	C	Commission	Stock O <sub>l</sub> Sweat e	otion/ quity	Oth	ers	Total Amount	
1														0	
	Total														
umber (	of CEO, 0	CFO an	d Compa	ny secr	etary who	se ren	nuneration	details	s to be entered			Í			
S. No.		Name		Desig	nation	Gro	ss Salary	C	Commission	Stock O Sweat e		Oth	iers	Total Amount	
1														0	
	Total														
	liolai		1					- 1				I		1	

r	i — — —				ri-			1	Ota ala Oati a a l	r		
S. No.	Nar	ne	Designati	ion	Gross Sa	alary	Commission		Stock Option/ Sweat equity		Others	Total Amount
1												0
	Total											
I. MATTE	RS RELAT	ED TO CERT	TFICATIO	N OF	COMPLIAN	NCES A	ND DISCLOSU	JRES				
* A. Whe	ether the cor	mpany has m	ade compl	liance	es and disclo	sures ir	respect of app	olicable	Yes	<b>(</b>	No	
prov	isions of the	e Companies .	Act, 2013	durin	g the year				) Tes	•	NO	
B. If N	o, give reas	ons/observati	ons									
ты		ADLIANCES A	S CONTAI	MED	INI CECDETAI	DIAL AL	JDIT REPORT IS	٨ΤΤ٨	CHED			
	LIVON CON	MI LIANCES A	CONTAI	NLD	IN SECRETA	MAL AC	DON NEPOKT 13	ALIA	CHED.			
II. PENA	LTY AND P	UNISHMENT	- DETAIL	_S TH	HEREOF							
DETAI	LS OF PEN	ALTIES / PUN	IISHMEN <sup>-</sup>	T IMF	POSED ON (	COMPA	NY/DIRECTOR	RS /OF	FICERS 🔀	Nil		
i.		Name of the	court/			Name	of the Act and	1		1	<u> </u>	
Name of company		concerned Authority		ate o	f Order	section	under which sed / punished		s of penalty/ hment		ls of appea ding presen	
officers							·					
(B) DETA	AILS OF CO	MPOUNDING	OF OFFI	ENC	S N	il						
Name of	the	Name of the concerned		Data :	of Order	Nome	of the Act and					
	/ directors/	Authority		Jaie	or Order	section	on under which ce committed	Part offe	iculars of nce	Am Rup	ount of com pees)	npounding (in
JII. Whe	ether comp	lete list of sh	areholde	rs, de	ebenture ho	lders h	as been enclo	sed as	an attachme	nt		
	<ul><li>Yes</li></ul>	s O No										
XIV. COI	MPLIANCE	OF SUB-SEC	CTION (2)	OF S	SECTION 92	, IN CA	SE OF LISTED	COM	PANIES			
							al of Ten Crore ne annual retur			rnover	of Fifty Cro	ore rupees or
Name	ı		МОНАМ	N RAI	M GOENKA							
Wheth	er associate	e or fellow	***	0	Associat	е 💿	Fellow					
Certif	ficate of prac	ctice number		2	2551							

#### I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

#### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. 8 dated 14/08/2018

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

#### To be digitally signed by

Director	MANAS Guilly sgred by WANAS KUMAR CANCULY Drine: 2019, 12, 28 GANGULY 16, 28, 31 - 05, 37			
DIN of the director	01311109			
To be digitally signed by	MOHAN RAM GOENKA			
Company Secretary				
<ul><li>Company secretary in practice</li></ul>				
Membership number 4515		Certificate of practice no	umber	2551

#### **Attachments** List of attachments 1. List of share holders, debenture holders Non compliance as observed by Secretaria Attach List of Shareholders certificate by director 2. Approval letter for extension of AGM; Attach MGT-8 Visakhapatnam pdf 3. Copy of MGT-8; Attach 4. Optional Attachement(s), if any Attach Remove attachment Prescrutiny Submit Modify Check Form

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

### MR & Associates

Company Secretaries 46, B. B. Ganguly Street, 4th Floor, Room No. 6 Kolkata-700012

Phone No: 2237 9517, Cell: 9831074332 Email: goenkamohan@hotmail.com

#### Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

#### **CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records and books and papers of **VISAKHAPATNAM PORT LOGISTICS PARK LIMITED** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31<sup>st</sup> March, 2018. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with the provisions of the Act & Rules made there under in respect of:
- 1. its status under the Act;
- 2. maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within/beyond the prescribed time, as applicable;
- 4. calling/ convening/ holding meetings of Board of Directors, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolution if any have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed; However no resolution was passed by postal ballot during the Year.
- 5. Closure of its Register of Members or security holders, as applicable.
- 6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act as applicable;
- 7. contracts/arrangements with related parties as specified in section 188 of the Act, as applicable;

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8. issue or allotment or transfer or transmission or buy back of securities/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates thereof as and when the respective events occurred during the aforesaid period, except in the case of private placement & preferential allotment of equity shares made u/s 42 and other applicable provisions of the Companies Act 2013 wherein the shares were allotted beyond sixty days from the date of receipt of the application money and money was not kept in a separate bank account in a scheduled bank.

"However, the management of the Company had made suitable explanation stating that pursuant to the Shareholders/Joint Venture Agreement dated 29 March 2014 between Balmer Lawrie & Co. Ltd. (BL) and Visakhapatnam Port Trust (VPT), VPT agreed to provide a suitable parcel of land admeasuring about 53.025 Acres situated at Visakhapatnam for a long term lease of 30 years or such extended period as may be agreed by the Parties, under a 60:40 Joint Venture wherein BL shall contribute 60% of the paid up capital and equity contribution of VPT shall be equal to the value of the lease rental for the land for 30 years period payable upfront which constitutes 40% of the paid up capital of the Company. The valuation of the capital infusion by VPT was done vide Valuation Report dated 20th June, 2017 and in furtherance to the same allotment of corresponding shares on preferential basis was completed on 21st July, 2017. In the meantime, BL had infused Rs.2,94,710. However, owing to the preferential allotment of shares to VPT being under process, the allotment of shares to BL could not be carried out simultaneously. Thereafter, the Equity shares for which consideration was already received from BL were issued and allotted to BL on preferential basis other than cash, to maintain the equity participation of 60:40 between BL and VPT.

- the Company has not kept in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act as per the explanations provided by the Company;
- declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investors' Education and Protection Fund according to relevant section of the Act, as applicable.
- 11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub sections (3), (4) and (5) thereof,
- 12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, and the remuneration paid to them, except appointment of Woman Director and Key Managerial Personnel, as required and as applicable;
- 13. appointment / reappointment / casual vacancy of auditors as per the provisions of section 139 of the Act;
- approvals to the extent required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various applicable provisions of the Act;

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ASSOC

Company

Secretaries

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- 15. acceptance/ renewal/ repayment of deposits , if any, as applicable; .
- 16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect wherever required.
- 17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act, as applicable;
- 18. alteration of the provisions of the Memorandum of Association of the Company. However, there was no alteration in the Articles of Association during the Year.

For MR & Associates Company Secretaries

[M R Goenka]
Partner
FCS No.:4515
C P No.:2551

Place : Kolkata Date : 27.12.2018

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### List of Shareholders of Visakhapatnam Port Logistics Park Limited as on 31.03.18

Sl. No.	Folio No.	Name	Address	No. of	Beneficial				
				shares	owner				
				held					
1	0001	BALMER LAWRIE & CO. LTD.	21, NETAJI SUBHAS ROAD,	81038977	SELF				
			KOLKATA - 700001						
2	0003	SHYAM SUNDAR KHUNTIA	A38, PARVANA	1	BALMER				
			APARTMENT,		LAWRIE				
			MAYUR VIHAR, PHASE		& CO. LTD.				
			1, DELHI 110091.						
3	0004	VISAKHAPATNAM PORT TRUST	HARBOUR APPROACH	54025985	SELF				
			ROAD, PORT AREA,						
			VISAKHAPATNAM – 530035.						
	TOTAL 13500								

### List of Board Meeting held during the FY 2017-18

SI.no	Date of meeting	Total number of Directors associated as on the date of meeting	Attendance	
			Number of members attended	% of attendance
13	16 <sup>th</sup> January, 2018	5	3	60

कृते विशाखपट्टनम पोर्ट लॉजिस्टिक्स पार्क लिमिटड For Visakhapatnam Port Logistics Park Limited

> निदेशक Director

Registered Office:

Balmer Lawrie House, 21 N. S. Road, Kolkata 700 001

Project Site Office:

Mulagada Village, Visakhapatnam 530 012

पंजीकृत कार्यालय

बामर लॉरी हाऊस, 21 एन. एस. रोड, कोलकाता 700 001

परियोजना स्थल कार्यालय

मुलागाडा विलेज, विशाखपट्टणम 530 012

Visakhapatnam Port Logistics Park Ltd

30-15-154/4F2, 5th Floor, GKP Heavenue, Dabagardens Main Road, Visakhapatnam 530 020. INDIA Tel: + 91 891 256 4933, 256 4922 CIN: U63090WB2014G0I202678

विशाखपट्टणम पोर्ट लॉजिस्टिक्स पार्क लि.

30-15-154/4, F2, 5वाँ तल, जीकेपी हेवन्यू दाबागार्डेन्स मेन रोड, विशाखपट्टणम 530 020. भारत फोन: +91 891 256 4933, 256 4922 सिआएन: U63090WB2014G0I202678