

5th September 2020

The Deputy General Manager
BSE Limited, Ground Floor,
P. J. Towers, Fort,
Mumbai-400001.

Sir,

Sub.: Coastal Corporation Limited- Notice of 39th AGM to be held on 29th September 2020

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith notice of thirty-ninth (39th) Annual General Meeting ("AGM") of the members of the Company to be held on Tuesday, September 29, 2020 at 10:30 A.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

In compliance with the relevant circulars, the Annual Report for the financial year 2019- 20, comprising the Notice of the AGM and the standalone and consolidated financial statements for the financial year 2019-20, along with Board's Report, Auditors' Report and other documents required to be attached thereto, will be sent to all the members of the Company whose email addresses are registered with the Company / Depository Participant(s).

Brief details of 39th AGM

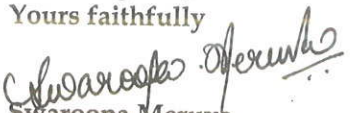
Meeting Date & Time	Tuesday, 29 th September 2020 10.00 a.m. IST
Mode	Video conference ('VC') other Audio-Visual means / 'OAVM')
Book closure date	23 rd September 2020 to 29 th September 2020
Cut-off date for E-voting	22 nd September 2020
E-voting start date & time	Saturday, 26 th September 2020 , 9 a.m. IST
E-voting end date & time	Monday, 28 th September 2020, 5 p.m. IST
E-voting website	www.evotingindia.com

The detailed instructions related to remote e-voting, participation in the e-AGM and voting thereat are specified in the Notes annexed to the Notice of the AGM.

The Notice of the AGM shall also be made available on the Company's website www.coastalcorp.co.in.

Please take the same on your record and acknowledge.

Thanking You,
Yours faithfully


Swaroopa Meruva
Company Secretary
Coastal Corporation Limited
Scrip Code: 501831



Encl: As above

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **THIRTY NINTH** Annual General Meeting of the Members of **COASTAL CORPORATION LIMITED** will be held on Tuesday, the 29th day of September, 2020 at 10.00 A.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the following business. The venue of the meeting shall deemed to be the Registered Office of the Company at 15-1-37/3, Jayapradha Apartments, Nowroji Road, Maharanipeta, Visakhapatnam - 530002, Andhra Pradesh, India.

ORDINARY BUSINESS :

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2020 including audited Balance Sheet as at 31st March, 2020 and Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To confirm the interim dividend of Rs. 1.50/- per Equity Share of Rs. 10/- each (i.e., 15%) for the financial year 2019-20 as final dividend and pass the following resolution:

"RESOLVED THAT the interim dividend of Rs. 1.50/- per Equity Share of Rs. 10/- each (i.e., 15%) declared by the Board of Directors of the Company on 24th February, 2020 on 1,01,68,800 Equity Shares of Rs. 10/- each paid to the shareholders is be and hereby approved and confirmed as the Final Dividend for the Financial Year 2019-20."
3. To appoint a Director in place of Smt. Jeeja Valsaraj (DIN: 01064411), who retires by rotation and being eligible, offer herself for re-appointment.

SPECIAL BUSINESS:

4. **Appointment of Mr. Venkata Suryanarayana Malakapalli as an Independent Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Venkata Suryanarayana Malakapalli (holding DIN: 0372812), who was appointed as an Independent Director of the Company by the Members at their Meeting held on 14th September, 2015, as per Section 161(1) of the Companies Act, 2013 and who holds office only upto the date of this Annual General Meeting, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment be and is hereby appointed as an Independent Director of the Company, for a period of five consecutive years commencing from the this Annual General Meeting, as per recommendation of the Board and Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the approval for continuation for his appointment as an Independent Director of the Company is also accorded under Regulation (17)(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018 as he will be attaining the age of 75 years on 05.04.2021, for the remaining term of his Directorship as Independent Director of the Company."

5. **Re-appointment of Mr. Valsaraj Thottoli as a Managing Director of the Company**

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the 'Act') read along with Schedule V to the Act (including any amendment thereto or re-enactment thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and based on the recommendation of Nomination & Remuneration Committee and subject to such sanctions as may be necessary, the consent of the members be and is hereby accorded to the re-appointment of Mr. Valsaraj Thottoli (DIN 0057558) as the Managing Director ('MD') of the Company for a five year term w.e.f. 29th September, 2020 not liable to retire by rotation, upon the terms and conditions as to the payment of remuneration as hereunder:

Salary: Rs. 2,75,000/- per month

In addition to the salary, he shall be provided with the following perquisites:

(i)	Medical Reimbursement:	Actual Expenses incurred for the MD and his family Explanation: 'Family' means the spouse, dependent parents and dependent children
(ii)	Gratuity:	Gratuity payable shall be in accordance with the provisions of the payment of Gratuity Act, 1972
(iii)	As % of Net Profits	at the rate of 2.5% of the net profits

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during his said tenure, the remuneration be paid within the overall limits of Section 197 of the Act with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration as it may deem fit and in such manner as may be agreed to between the Board and MD.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to revise the remuneration of MD from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Act read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time and the said agreement between the Company and MD be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and delegate all or any of its powers herein conferred to any committee of director(s) to give effect to the above resolution."

6. Approval to deliver document through a particular mode as may be sought by the member

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

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, if any, whereby, a document may be served on any member by the Company by sending it to him/her by post, by registered post, by speed post, by electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from the member such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the shareholder;

RESOLVED FURTHER THAT upon request of Member(s) for delivery of any document(s) through a particular mode, the Company do serve the same to the Member(s) through that particular mode and/ or charge such fees which shall not be more than the amount charged to the Company by the Department of Post or the Service Provider(s) including related handling charges, if any, to deliver the documents in a particular mode.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

7. Approval for entering into Related Party Transactions

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 Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, *if any*, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for one year on such terms and conditions as the Board of Directors may deem fit, for the financial year 2020-21, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to determine the actual sums to be involved in the transactions and to finalise terms and conditions including the period of transactions and all other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds and things that may be necessary, proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be necessary in this regard.”

Regd. Office:
15-1-37/3,
Jayaprada Apartments,
Nowroji Road, Maharanipeta,
Visakhapatnam-530 002

For and on behalf of the Board
For COASTAL CORPORATION LIMITED

Sd/-
T. Valsaraj
Managing Director

Place : Visakhapatnam
Date : 01.09.2020

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (‘MCA’) has vide its circular dated 23rd June 2020, read with circulars dated 5 May 2020, 8 April 2020 and 13 April 2020 (collectively referred to as ‘MCA Circulars’) and SEBI circular dated 12 May 2020 permitted the holding of the Annual General Meeting (‘AGM’) through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the ‘Act’), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM, hereinafter called as ‘e-AGM’.
2. The deemed venue for thirty-ninth 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. Statement pursuant to section 102 of the Act forms part of this Notice. The Board of Directors at its meeting held on 1st September, 2020 has decided that the special businesses set out under item no. 4 to 7, being considered ‘unavoidable’, be transacted at the thirty-ninth e-AGM of the Company.
5. Brief details of the directors, who are seeking appointment/re-appointment, are annexed hereto as per requirements of regulation 36(3) of the Listing Regulations and as per provisions of the Act.

6. 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 9.45am to 10.15am and will be available for 1,000 members on a first-come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors etc.
7. An interim dividend at the rate of Rs. 1.50/- per equity share of Rs. 10/- each declared by the Board at its meeting held on 24 February, 2020 has been paid to all the eligible members as on 5th March 2020, being the record date for the purpose of dividend. The directors recommend for consideration of the shareholders the above referred interim dividend as final dividend for the financial year ended 31st March 2020.
8. As per the Listing Regulations and pursuant to SEBI Circular dated 20 April 2018, the Company shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Accordingly, the interim dividend, which was declared on 24th February 2020 was paid through electronic mode, where the bank account details of the shareholders were available. In case where the dividend could not be paid through electronic mode, payment has been made through Dividend Warrants in the name such shareholders.
9. To ensure timely credit of dividend through electronic mode or dividend warrants members are requested to notify change of address or particulars of their bank account, if changed, to Share transfer agent M/s. Bigshare Services Pvt. Ltd, 06, 3rd Floor, Right Wing, Amrutha Ville Opp: Yashoda Hospital, Raj Bhavan Road Somajiguda, Hyderabad – 500082 and to their respective depository participants.
10. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
11. The Register of Members and Share Transfer Books of the Company will remain closed from 23.09.2020 to 29.09.2020 (both days inclusive).
12. In case you are holding the Company's shares in dematerialized form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses, email id, ECS mandate.
13. In case you are holding Company's shares in physical form, please inform Company's RTA viz. M/s. Bigshare Services Private Limited, 06, 3rd Floor, Right Wing, Amrutha Ville Opp: Yashoda Hospital, Raj Bhavan Road Somajiguda, Hyderabad – 500082 by enclosing a photocopy of blank cancelled cheque of your bank account to update your bank details in our records.
14. With reference to SEBI circular, the amendment to Regulation 40 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has mandated that transfer of securities would be carried out only in dematerialized form w.e.f. 01st April, 2019. Therefore we request all the holders of physical certificates to get them dematerialized.
15. M/s. Bigshare Services Pvt. Ltd, 06, 3rd Floor, Right Wing, Amrutha Ville Opp: Yashoda Hospital, Raj Bhavan Road Somajiguda, Hyderabad – 500082 is the Share Transfer Agent (STA) of the Company. All communications in respect of share transfers and change in the address of the members may be communicated to them.
16. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent/ Company.
17. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) 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 AGM through VC / OAVM on its behalf and to vote through e-voting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address to pcs.acs@gmail.com with a copy marked to cclinvestors@gmail.com.
18. The Registers required to be maintained under the Companies Act, 2013 and all documents referred to in the Notice will be available for inspection by the members at the Registered Office of the Company on all working

days, between 11.00am to 1.00pm upto the date of the meeting. Members seeking to inspect such documents can send an email to cclinvestors@gmail.com.

19. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail of the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
20. In case of Joint holders attending the meeting, the Member whose name appears as the First Holder in the order of names as per the Register of Members of the Company will be entitled to vote.
21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form are required to submit their PAN details to registrar and share transfer agents.
22. Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), with the Stock Exchanges in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, the Director have furnished the requisite declarations for their appointment/ re-appointment.
23. In compliance with the MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2019-20 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 and Annual Report 2019-20 will also be available on the Company's website www.coastalcorp.co.in, website of the Stock Exchange, i.e., BSE Limited at www.bseindia.com and on the website of Company's Registrar and Transfer Agents, M/s Big share Services Pvt. Ltd ("www.bigshareonline.com").
24. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the RTA / Company with details of folio number and attaching a self-attested copy of PAN card to Big Share Services Private Ltd at bsshyd1@bigshareonline.com and bsshyd@bigshareonline.com or to the Company at cclinvestors@gmail.com.
 - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.
 - c) Shareholders who have not registered their e-mail address or registered an incorrect email address and in consequence the Annual Report, Notice of AGM and e-voting notice could not be serviced, may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy along with client master copy (in case of electronic folio) / copy of share certificate (in case of physical folio) via e-mail at the e-mail id cclinvestors@gmail.com. for obtaining the Annual Report and Notice of e-AGM.
25. In case a person has become a member of the Company after dispatch of AGM Notice, but on or before the cut-off date for e-voting, i.e., Tuesday 22nd September, 2020, such person may obtain the User ID and Password from the Company's RTA by sending an email request on the above mentioned mail ids.
26. Members are requested to kindly register their e-mail-id with the company as you are aware that the Ministry of Corporate Affairs has taken a "Green Initiative with regard to "Corporate Governance" by allowing paperless compliances by the companies and clarified that the service of documents by Companies to shareholders can be made through electronic mode. In compliance thereof, your company proposes to implement the same by sending the Annual report, Notice of Meetings and other communications to share holders in electronic mode to the e-mail address provided by them through company email id: cclinvestors@gmail.com
27. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

28. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended from time to time, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

Members who have not yet encashed the dividend warrants from the financial year ended 31st March 2015 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agent without any further delay. It is in Members' interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time.

29. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **72 hours before the date of AGM** mentioning their name, demat account number/folio number, email id, mobile number at RTA email id: agmparticipant@bigshareonline.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at company email id: ccinvestors@gmail.com. These queries will be replied to by the company at the meeting/suitably by email.
30. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Sec.103 of the Act
31. Since the meeting will be conducted through VC/OAVM facility, the Route Map is not annexed in this Notice.

E-VOTING:

The business as set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 39th Annual General Meeting. The Company has engaged the services of Central Depository Services India Limited (CDSL) to provide the e voting facility.

The Members whose names appear in the Register of Members / List of Beneficial Owners as on 22nd September, 2020 (cut-off date), are entitled to vote on the resolutions set forth in this Notice. The e-voting period will commence on Saturday, 26th September, 2020 (09:00 hrs) and will end on Monday, 28th September, 2020 (17:00 hrs). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically.

The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date & time mentioned above. The Company has appointed Mr. Sambhu Prasad, Practicing Company Secretary (CP No. 11723) Mem. No. F8795 to act as Scrutinizer to conduct and scrutinize the electronic voting process and poll at the Annual General Meeting in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder.

ANNEXURE FOR E-VOTING PROCEDURE

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i)
- | E-Voting Start Time | E-Voting End Time |
|-----------------------|----------------------|
| 26.09.2020 at 9.00 AM | 28.09.2020 at 5.00PM |
- (ii) ** Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (22.09.2020) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iv) The shareholders should log on to the e-voting website www.evotingindia.com.
- (v) Click on “Shareholders” module.
- (vi) Now enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL’s **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL’s **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (ix) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as Physical Shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Serial Number (refer Serial No. printed on the name and Address Sticker/Postal Ballot Form) in the PAN Field. - In case the Serial Number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL Letters. Eg. if your name is Vikas Rao with Serial Number 1 then enter VI00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your Demat account or in the Company Records for the said Demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your Demat account or in the Company Records for the said Demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member ID / Folio Number in the Dividend Bank details field.

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiv) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xix) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xx) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id** : cclinvestors@gmail.com / bsshyd@bigshareonline.com
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **72 hours before the date of AGM** mentioning their name, demat account number/folio number, email id, mobile number at (RTA email id: agmparticipant@bigshareonline.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id: cclinvestors@gmail.com). These queries will be replied to by the company at the meeting/ suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cclinvestors@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

General Instructions:

- i. The Board of Directors has appointed M. Sambhu Prasad, Practising Company Secretary (FCS No. 8795 CP No. 11723) as the Scrutinizer to the e-voting process and voting at the e-AGM in a fair and transparent manner.
- ii. The Chairman shall formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the thirty-ninth e-AGM and announce the start of the casting of vote through the e-voting system.
- iii. The Scrutinizer shall, immediately after the conclusion of voting at the e-AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.
- iv. The Scrutinizer shall submit his report to the Chairman or in his absence Managing Director of the Company, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website www.coastalcorp.co.in and shall also be communicated to the stock exchanges. The resolutions shall be deemed to be passed at the AGM of the Company.

Annexure to the Notice:**EXPLANATORY STATEMENT**

(Pursuant to Section 102(1) of the Companies Act, 2013)

Item No. 4**RE-APPOINTMENT OF MR. VENKATA SURYANARAYANA MALAKAPALLI (DIN: 0372812), AS INDEPENDENT DIRECTOR OF THE COMPANY:**

Mr. M.V. Suryanarayana has been a Director on the board of the Company with effect from 14.09.2015. In terms of section 149 of the Companies Act, 2013, the members at the Annual General Meeting held on 14th September, 2015 appointed Mr. M.V. Suryanarayana as an Independent Director of the Company to hold office for a term of Five (5) consecutive years with effect from 14.09.2015. Accordingly the current term of Mr. M.V. Suryanarayana expires at this Annual General Meeting. In terms of Section 149 of the Companies Act, 2013, Mr. M.V. Suryanarayana is eligible for being re-appointed as an Independent Director for another term of Five (5) consecutive years.

Pursuant to the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 11th July, 2020, approved, subject to the approval of the members at the ensuing Annual General Meeting, re-appointment of Mr. M.V. Suryanarayana as an Independent Director for another term of Five (5) consecutive years commencing from ensuing Annual General Meeting. Mr. M.V. Suryanarayana Rao will not be eligible to retire by rotation.

Mr. M.V. Suryanarayana has given his consent for the said re-appointment and has also submitted the declaration of independence, as required pursuant to section 149(7) of the Act, stating that he meets the criteria of independence as provided in section 149(6) and regulation 16 of the Listing Regulations and is not disqualified from being appointed as a director in terms of section 164 of the Act.

The terms and conditions of appointment of independent directors shall be available for inspection through electronic mode and the same shall also be available at the Company's website www.coastalcorp.co.in.

The Board is of the opinion that Mr. M.V. Suryanarayana possesses requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to continue to have his association with the Company as an independent director of the Company.

According to section 152 of the Act, read with Schedule IV to the Act, in the opinion of the Board, the proposed re-appointment fulfils the conditions specified in the Act and the rules made thereunder as also the applicable provisions of Listing Regulations and is independent of the Management.

Information about the Appointee**Brief Resume:**

Mr. Venkata Suryanarayana Malakapalli, aged 74 years is a Non Executive Independent Director of our Company. He is a Fellow Member of the Institute of Chartered Accountants of India and has work experience of 39 years in a renowned Insurance Company in Accounts, Marketing, Administration, Banking and Finance.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. M.V. Suryanarayana is re-appointed as an Independent Director of the Company.

Major Directorships : NIL

Shareholding in the Company: Nil

Nature of expertise in specific functional areas: Finance, Legal compliance and Administration, CSR, Sustainability & NGO matters.

He will be eligible for payment of sitting fee as payable to other non-executive directors of the Company.

He is not related to any key managerial personnel of the Company.

None of the directors or key managerial personnel or their relatives are directly or indirectly concerned or interested, financially or otherwise, except to the extent of his respective shareholding, if any, in the Company, in the resolution set out in item no. 4 of the Notice.

Copy of the draft letter for appointment of Mr. M.V. Suryanarayana as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

Further, Mr. M.V. Suryanarayana will attain the age of 75 years on 5th April 2021. According to Regulation (17)(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018, continuation and reappointment of Director who has attained the age of 75 years require members approval through Special Resolution.

As disclosed in his resume above, Mr. M.V. Suryanarayana, has a vast experience that is much needed for the Company's progress and development.

Thus Directors propose to take Members approval beforehand for continuation of his appointment after attaining the age of 75 years.

Except Mr. M.V. Suryanarayana, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

This Explanatory Statement may also be regarded as a disclosure under Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Directors recommend the Resolutions to be approved as Special Resolution.

Item No. 5

RE-APPOINTMENT OF MR. VALSARAJ THOTTOLI AS A MANAGING DIRECTOR

At the Annual General Meeting held on 14th September 2015, Mr. Valsaraj Thottoli was appointed as the Managing Director of the company for five years w.e.f. 25th January 2016. It is proposed to re-appoint him as the Managing Director of the Company for a period of five years w.e.f. 29th September 2020 subject to the approval of Members through Special Resolution on the terms and conditions of remuneration as stated below:

Salary: Rs. 2,75,000/- per month

In addition to the salary, he shall be provided with the following perquisites:

(i)	Medical Reimbursement:	Actual Expenses incurred for the MD and his family
	Explanation:	'Family' means the spouse, dependent parents and dependent children
(ii)	Gratuity:	Gratuity payable shall be in accordance with the provisions of the payment of Gratuity Act, 1972
(iii)	As % of Net Profits	at the rate of 2.5% of the net profits

Minimum remuneration

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the MD shall be paid remuneration as stated above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Act, from time to time.

Information about the Appointee:

Mr. Valsaraj Thottoli, aged 66 years is the Managing Director of the Company. He has been in the Company since incorporation and is associated since then. He holds the degree of Bachelor of Technology in Chemical Engineering and Chemical Technology from Andhra University. He has over 38 years of experience in export business of marine products and other merchandise. He is responsible for strategic business planning, growth and management of the Company. He looks after overall management and operations of the Company and is instrumental in preparing our growth strategies. He

has been devoting his entire time, efforts and energy to develop the Company in all aspects including business planning and analysis of future competition and threats at Global level as the business of the company is export oriented of marine products. His extensive involvement in wealth maximization and net worth build-up is clearly evident from the present financial structure of the Company.

Other Directorships

Coastal Developers Private Limited

Continental Fisheries India Private Limited

Committee chairmanships and memberships: Nil

Shareholding in the Company: He currently holds 5,24,152 equity shares of Rs. 10/- each in the Company.

Nature of expertise in specific functional areas: Overall management of business strategy, product development, manufacturing & sales operations and such other areas.

He has been associated with the Company as a director since 1981 and his last drawn remuneration during the financial year 2019-20 was Rs. 1,47,35,000/-

More details about the remuneration are available in the Annual Report.

Mr. T. Valsaraj is not disqualified from being re-appointed as a Director in terms of section 164 of the Act.

This resolution is being proposed as a special resolution in view of the relevant provisions of Schedule V to the Act requiring a special resolution for payment of minimum remuneration in the event of loss or inadequacy of profits.

The terms of remuneration referred to above and the powers and authorities delegated to him would be available for inspection by the members through electronic mode upto the date of the meeting.

Disclosures of his relationship inter-se with other directors and on the number of Board meetings attended by him are given in the Corporate Governance Report – *Annexure 6*.

None of the directors or key managerial personnel or their relatives except Mrs. Jeeja Valsaraj, being the wife of Mr. T. Valsaraj is concerned or interested financially or otherwise, except to the extent of his respective shareholding, if any, in the Company, in the resolution set out in item no. 5 of the Notice.

This Explanatory Statement may also be regarded as a disclosure under Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the special resolution set out in Item No. 5 for approval by shareholders.

Item No. 6

APPROVAL TO DELIVER DOCUMENT THROUGH A PARTICULAR MODE AS MAY BE SOUGHT BY THE MEMBER

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further a member may request the delivery of document through any other mode by paying such fees as may be determined by the members in the Annual General Meeting.

Accordingly, the Board recommends the passing of the Special Resolution at *Item No. 6* of the accompanying Notice for members approval.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

Item No. 7**APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTIONS**

The Members are informed that the Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the Related Parties of the Company. As per the provisions of Section 188 (1) of the Companies Act, 2013 “Related Party Transactions” requires obtaining prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are within threshold limits prescribed under Rule 15 of Companies (Meeting of Board and its Power) Rules, 2015.

Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 requires taking prior approval of the Company by Special Resolution where transactions proposed to be entered into falls, in the list of items referred therein and are in excess of threshold limits.

Proviso to Section 188 further provides that nothing contained in Sub-section (1) of Section 188 applies where transactions are entered into by the Company in the ordinary course of business other than transactions which are not on an arm’s length basis.

All transactions entered into by the Company with Related Entities are at arm’s length basis and in the ordinary course of business except a few of which could be construed as not in the ordinary course of business but are at arm’s length basis.

In the light of provisions of the Companies Act, 2013, the Board of Directors are authorised to determine the actual sums to be involved in the transactions and to finalise terms and conditions including the period of transactions and all other matters arising out of or incidental to the proposed transactions.

The Members are further informed that no Member/s of the Company being a Related Party or having any interest in the Resolution as set out at Item No. 7 shall be entitled to vote on this special Resolution.

The Board of Directors recommends the Resolution set forth in Item No. 7 for approval of the Members.

Except Promoter, Directors and their relatives (to the extent of their Shareholding interest in the Company), no other Director or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in passing of this Resolution.

Regd. Office:
15-1-37/3,
Jayaprada Apartments,
Nowroji Road, Maharanipeta,
Visakhapatnam-530 002

For and on behalf of the Board
For COASTAL CORPORATION LIMITED

Sd/-
T. Valsaraj
Managing Director

Place: Visakhapatnam

Date: 01.09.2020