Notice

Notice is hereby given that the Thirtieth Annual General Meeting of the Members of Sikka Ports & Terminals Limited will be held on **Friday, September 25, 2026** at **3:30 P.M. (IST)** through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**"), to transact the following business:

Ordinary Business

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2026 and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions:**

    a. "RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

    b. "RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2026 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint Shri Samir Patel (DIN: 09487366), who retires by rotation, as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

    "RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Samir Patel (DIN: 09487366), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

Special Business

3. To appoint Secretarial Auditor and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

    "RESOLVED THAT in accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A read with Regulation 62M of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and basis the recommendation of the Board of Directors of the Company, ANGC & Co. LLP, Practicing Company Secretaries (Firm

Registration No.: L2026MH021300, Peer review No.: 6958/2025), be and are hereby appointed as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from the financial year 2026-27 to the financial year 2030-31, on such remuneration as may be fixed by the Board of Directors of the Company."

By Order of the Board of Directors

Forum Sheth
Company Secretary and Compliance Officer

Place: Mumbai
Date: September 2, 2026

Registered Office:

Admin Building, MTF Area, Village Sikka,
Taluka & District Jamnagar – 361140,
Gujarat
CIN: U45102GJ1997PLC031906
Website: www.sptl.co.in
E-mail: company.secretary@sptl.co.in
Tel.: +91 22 3555 7700
Fax.:+91 22 3555 5560

Notes:

1. The Ministry of Corporate Affairs ("**MCA**") has, vide its General Circular dated September 22, 2025, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "**MCA Circulars**"), permitted convening the Annual General Meeting ("**AGM**"/"**Meeting**") through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (**"Act"**) read with Rules made thereunder, the AGM of the Company is being held through VC / OAVM and Notice of this AGM to all the Members is being given only through e-mails registered with the Company. The deemed venue for the AGM shall be the Registered Office of the Company. Detailed instructions to attend, participate and vote at the meeting through VC are attached as **Annexures 1 and 2**.

2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.

3. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

4. In terms of the provisions of Section 152 of the Act, Shri Samir Patel, Director of the Company, retires by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment.

   Details of Shri Samir Patel pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India are provided herein below:

Age	54 years
Qualifications	B.E.(Chemical Engineer), Gujarat University
Experience	Shri Samir Patel is a Chemical Engineer (B.E.) with over 30 years of experience in manufacturing operations, project execution and commissioning. He began his career with Search Chem Industries Limited (United Phosphorus Limited Group) and has been associated with the Reliance Group for the past 25 years, with extensive experience in large-scale manufacturing, project execution, and marine and terminal operations.

Terms and Conditions of Re-appointment	As per the resolution set out at Item No. 2 of this Notice.
Remuneration last drawn in the Company (FY 2025-26)	Sitting Fees of Rs. 70,000/- for attending the meetings of the Board of Directors and Committees of the Board of Directors of the Company.
Remuneration proposed to be paid	Sitting Fees for attending meetings of the Board of Directors and Committees of the Board of Directors of the Company.
Date of first appointment on the Board	February 10, 2022
Shareholding in the Company as on March 31, 2026	Nil
Relationship with other Directors / Key Managerial Personnel	Shri Samir Patel is not related to any Director / Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the FY 2025-26	8 out of 8 meetings held
Directorships of other Boards as on March 31, 2026	Nil
Membership / Chairmanship of Committees of other Boards as on March 31, 2026	Nil

5. Shri Samir Patel is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his re-appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives / relatives of Shri Samir Patel are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out under Item No. 2 of the Notice.

6. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions set out under Item Nos. 1a and 1b of the Notice.

7. **Despatch of Annual Report through Electronic Mode:**

   In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Registrar & Tranfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report for the financial year 2025-26 will also be available on the Company's website www.sptl.co.in and website of the Stock Exchange, that is, BSE Limited at www.bseindia.com.

8. Corporate Members are requested to send to the Company, legible scanned certified true copy (in PDF Format) of the relevant Board Resolution, together with attested specimen signature(s) of the duly authorised representative(s) vide an e-mail at the designated e-mail address provided in **Annexure 1**. Such authorisation should contain necessary authority in favour of its authorised representative(s) to attend the AGM.

9. Members attending the Meeting through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act**.**

10. **Procedure for Inspection of Documents:**

    The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the Meeting.

    All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice upto the date of the Meeting. Members seeking to inspect through e-mode are required to notify the Company Secretary on or before Friday, September 18, 2026 through e-mail at company.secretary@sptl.co.in.

11. Members seeking any information with regard to the accounts or any matter to be considered at the Meeting, are requested to write to the Company on or before Friday, September 18, 2026 by sending e-mail at company.secretary@sptl.co.in. The same will be replied by the Company suitably.

12. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

13. The Company's Debenture Trustee is:

    Axis Trustee Services Limited
    The Ruby, 2nd Floor, SW, 29,
    Senapati Bapat Marg,
    Dadar (West),
    Mumbai – 400028.
    Tel: +91-22-62300451
    Fax: +91-22-62300700
    E-mail: debenturetrustee@axistrustee.in
    Website: www.axistrustee.in

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the Special Business proposed in this Notice:

Item No. 3:

Regulation 24A read with Regulation 62M of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") requires every listed entity to appoint a peer reviewed Company Secretary or a Firm of Company Secretary(ies) as a Secretarial Auditor on the basis of recommendation of the board of directors.

The Board of Directors, at its meeting held on May 27, 2026 has, considering the experience and expertise and on the recommendation of the Audit Committee, recommended to the members, appointment of ANGC & Co. LLP, Practicing Company Secretaries (Firm Registration No.: L2026MH021300, Peer review No.: 6958/2025), as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from the financial year 2026-27 to the financial year 2030-31, on such remuneration as may be determined by the Board of Directors of the Company, from time to time.

ANGC & Co. LLP, Practicing Company Secretaries, is a professional firm providing secretarial, legal, compliance, audit, due diligence and transaction advisory services, with expertise in Company Law, Securities Laws, SEBI Regulations, FEMA and other corporate and regulatory matters. The Firm has experience in advising listed and unlisted entities on corporate governance, regulatory compliances, fund raising, mergers and acquisitions, restructuring and other corporate transactions, and provides practical, ethical and high-quality professional services across diverse sectors.

ANGC & Co. LLP, Practicing Company Secretaries has consented to its appointment as Secretarial Auditor, if appointed, and has confirmed that it has subjected themselves to peer review process of the ICSI and holds a valid certificate of peer review issued by the ICSI. Further, ANGC & Co. LLP has confirmed that it is eligible for appointment as the Secretarial Auditor and has not incurred any disqualification specified by the Securities and Exchange Board of India.

The proposed remuneration to be paid to the Secretarial Auditor for the financial year 2026-27 is Rs. 3,50,000/- (Rupees Three Lakh Fifty Thousand Only), excluding applicable taxes and out-of-pocket expenses. The remuneration for the subsequent years of their term shall be fixed by the Board of Directors based on the recommendation of the Audit Committee.

In accordance with the provisions of Regulation 24A read with Regulation 62M of the Listing Regulations, the appointment of Secretarial Auditor is required to be approved by the members of the Company. Accordingly, approval of the members is sought by passing the Ordinary Resolution as set out at Item No. 3 of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors commends the Ordinary Resolution set out at Item No. 3 of this Notice for approval by the members.

By Order of the Board of Directors

Forum Sheth
Company Secretary and Compliance Officer

Place: Mumbai
Date: September 2, 2026

Registered Office:

Admin Building, MTF Area, Village Sikka,
Taluka & District Jamnagar – 361140,
Gujarat
CIN: U45102GJ1997PLC031906
Website: www.sptl.co.in
E-mail: company.secretary@sptl.co.in
Tel.: +91 22 3555 7700
Fax.:+91 22 3555 5560

Annexure 1

Members are requested to note the following in accordance with the MCA Circulars:

1. The Annual General Meeting ("Meeting") through video-conference would be conducted through "Microsoft Teams" which enables two-way audio and video conference. Members are requested to join the Meeting using the following link:

   Join the meeting now

   Alternatively, the Members may join the meeting by entering meeting id 428 819 608 748 979 and the password R4wW9Zs2.

   Detailed instructions on installing Microsoft Teams is attached as **Annexure 2.**

2. The link to join the Meeting shall be active from 3:15 p.m. onwards on the day of the Meeting.

3. E-mail address of the Company Secretary of the Company, Ms. Forum Sheth i.e. company.secretary@sptl.co.in is designated for correspondences / voting and all other purposes related to the Meeting.

4. In the event of demand for poll at the Meeting, Members shall send their votes by e-mail from their e-mail address which are registered with the Company/Depository Participant(s) and shall only be sent to the designated e-mail address mentioned in point no. 3 above.

5. For any assistance before or during the Meeting, members may contact the Company Secretary at +91-7738388817.

Annexure 2

The instructions for participating in the meeting through VC

1. Members would have received an e-mail from the Company to participate in the Meeting through Video Conference (VC) on your e-mail address registered with the Company/Depository Participant(s).

2. In case you already have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, click "Join Microsoft Teams Meeting" option from the e-mail. You will connect to the Meeting.

3. In case you do not have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, please follow the below given procedure:

<u>Option 1</u>

For participating through **Windows / Apple powered Laptops / Computer devices**:

Open the e-mail invitation using Google Chrome browser

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Simply click on "**Join Microsoft Teams Meeting**" option from the e-mail invitation/your calendar events.

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A new Browser window would open. Select **"Join on the web instead".** Once you reach to the "**Enter Name**" prompt, enter your name and click **"Join as a Guest"**

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You will enter the Meeting. Make sure you start your camera and the microphone may be kept on "Mute" when not speaking.

<u>Option 2</u>

For installing Microsoft Teams App on your **iPad / Apple devices / Android devices**:

Click on "**Join Microsoft Teams Meeting**" from the e-mail invitation/calendar events

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System will prompt you to download Microsoft Teams

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Download and Install Microsoft Teams. Please do not try to login.

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Once installed, click on invitation once again on "**Join Microsoft Teams Meeting**" from the e-mail invitation/calendar events.

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You will be prompted to start Microsoft Teams Application.

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Click on "**Join as a Guest**" option.

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Type your **Name** and once again click on "**Join as a Guest**"

↓

You will join the Meeting. Make sure you start your camera and the microphone may be kept on "Mute" when not speaking.