

Notice

Notice is hereby given that the Twentieth Annual General Meeting of the members of Reliance Ports And Terminals Limited will be held on Friday, September 30, 2016 at 10:00 a.m. at Registered Office of the Company at Admin Building, MTF Area, Village Sikka, Taluka & District Jamnagar- 361 140, Gujarat, to transact the following businesses:

Ordinary Business

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint a Director in place of Shri Y. B. Prasad (DIN: 06526111), who retires by rotation at this Annual General Meeting and being eligible has offered himself for reappointment and in this regard, pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013, Shri Y. B. Prasad (DIN: 06526111) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

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

“RESOLVED THAT M/s. Chaturvedi & Shah, Chartered Accountants (Registration No. 101720W) be and is hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

Special Business

4. To approve remuneration payable to Shri Suresh Damodar Shenoy, Cost Accountant for the financial year 2016-17 and in this regard to consider and, if thought fit, to

pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, if any read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri Suresh Damodar Shenoy, the Cost Auditor appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, be paid the remuneration as set out in the Statement annexed to Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to do all such acts, things and deal with all such matters and take all steps as may be necessary to give effect to this resolution.”

By order of the Board of Directors

Sd/-

Kalpana Srinivasan
Company Secretary
Membership No.: A6105

Date: September 2, 2016
Place: Mumbai
Registered Office: Admin Building,
MTF Area, Village Sikka,
Taluka & District Jamnagar- 361 140,
Gujarat

Notes:

1. **A member entitled to attend and vote at the Annual General Meeting (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. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Members / Proxies should bring their Attendance Slip duly filled in for attending the Meeting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Y. B. Prasad, Director (DIN: 06526111), retires by rotation at the Meeting and being eligible has offered himself for re-appointment. Brief Profile of Shri Y. B. Prasad and other requisite details are annexed to the explanatory Statement.
5. None of the Directors / Key Managerial Personnel / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice which relates to appointment of Auditors of the Company.
6. 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.
7. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
8. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

9. The route map of the Meeting venue is annexed to this Notice. The prominent landmark for the venue is Village Sikka.
10. The Company's Debenture Trustee is Axis Trustee Services Limited having its office at Axis House, 2nd Floor, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai – 400 025; Tel: 91-22– 2425 5215/5216; Fax: 91-22- 4325 3000; and email: debenturetrustee@axistrustee.com

Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

The Board on recommendation of the Audit Committee, has approved the appointment of Shri Suresh Shenoy, Cost Auditor (Membership No. 8318), at a remuneration of Rs. 1,21,000/- (Rupees One Lac Twenty One Thousand) exclusively of service tax, actual travel expenses, boarding and lodging and out of pocket expenses incurred in connection with the audit, to conduct the audit of the cost accounting records relating to the business of transportation of gas products by Pipeline between Dahej and Hazira, for Financial Year ending March 31, 2016.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to Shri Suresh Damodar Shenoy, Cost Auditor for the financial year ending March 31, 2017.

None of the Directors or Manager or the Key Managerial Personnel of the Company or any of their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, set out at Item No. 4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

By order of the Board of Directors

Sd/-

Kalpana Srinivasan
Company Secretary
Membership No.: A6105

Date: September 2, 2016
Place: Mumbai
Registered Office: Admin Building,
MTF Area, Village Sikka,
Taluka & District Jamnagar- 361 140,
Gujarat

Profile of Director (seeking re-appointment):

Shri Y. B. Prasad

Shri Y.B. Prasad, is a B. Tech (Chemical) from Osmania University, Andhra Pradesh. Shri Y.B. Prasad has 31 years of experience in various aspects of Refinery Operations – Commissioning of Refinery Units

Other details of Director seeking reappointment are as under:

Name of the Directors	Shri Y. B. Prasad
Terms and conditions of appointment/ re-appointment	Liable to retire by rotation
Directorship in other Companies	Nil
Date of first Appointment on the Board	15.03.2013
No. of Meeting of the Board attended during the FY 2015-16	3
Chairmanship/Membership of Board Committees of the other Companies	Nil
Shareholding in the Company	Nil
Remuneration drawn in the Company for the FY 2015 -16	Rs. 20,000/- (Sitting fees)
Remuneration sought to be paid	Nil
Relation with any Director, Manager and other Key Managerial Personnel of the Company	None

Meetings of Board and Committee

Four meetings of the Board of Directors, Four meetings of the Audit Committee, One meeting of Nomination and Remuneration Committee and One meeting of Corporate Social Responsibility Committee of the Board of Directors of the Company were held during the year.

Dates of Board Meetings / Committee meetings held during the financial year 2015-2016:

Sr. No.	Board Meeting	Audit Committee Meeting	Nomination and Remuneration Committee	Corporate Social Responsibility Committee
1.	28.05.2015	28.05.2015	-	-
2.	-	-	-	28.08.2015
3.	23.09.2015	23.09.2015	-	-
4.	06.11.2015	06.11.2015	06.11.2015	-
5.	22.02.2016	22.02.2016	-	-

Attendance of Directors at Board Meetings / Committee meetings during the financial year 2015-2016:

	Attendance at meetings during the financial year 2015-2016			
	Board	Audit Committee	Nomination and Remuneration Committee	Corporate Social Responsibility Committee
Shri K. R. Raja	3	3	1	-
Shri Y. B. Prasad	3	N.A.	1	-
Shri T. Natarajan	4	4	1	1
Shri S. Anantharaman	4	4	1	1
Ms. Geeta Fulwadaya	4	N.A.	N.A.	N.A.

N.A. Not a member of the Committee

Route Map to Meeting venue

