

Sikka Ports & Terminals Limited

CIN: U45102GJ1997PLCo31906

Notice

Notice is hereby given that the Twenty Sixth Annual General Meeting of the Members of Sikka Ports & Terminals Limited will be held on **Thursday, September 29, 2022 at 3:00 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, 2022 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, 2022 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**:

- a. “RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2022 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, 2022 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To appoint Shri Sanjeev Dandekar, who retires by rotation as a Director 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 in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Sanjeev Dandekar (DIN: 00022797), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

3. To appoint Auditors and fix their remuneration 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 Sections 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), Chaturvedi & Shah LLP, Chartered Accountants (Registration No. 101720W/W100355), be and are hereby appointed as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting from this Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.”

Corporate Office:- 3rd Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021;
Tel:- 0091 22 3555 5500, Fax:- 0091 22 3555 5560 Email:- company.secretary@sptl.co.in Website:- www.sptl.co.in

Registered Office: Admin Building, MTF Area, Village Sikka, Taluka & District Jamnagar – 361 140, Gujarat

Sikka Ports & Terminals Limited

CIN: U45102GJ1997PLC031906

By Order of the Board of Directors

Forum Sheth
Company Secretary and Compliance Officer
ICSI Membership No.: A22619

Place: Mumbai
Date: May 27, 2022

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 7100
Fax.:+91 22 3555 5560

Notes:

1. The Ministry of Corporate Affairs (“**MCA**”) has, vide its circular dated May 5, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021 and December 14, 2021 (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 (“**the Act**”) read with Rules made thereunder, the AGM of the Company is being held through VC/OAVM and Notice 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. A statement setting out all material facts relating to the business mentioned under Item No. 3 in the Notice is annexed hereto.
3. 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.
4. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

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5. In terms of the provisions of Section 152 of the Act, Shri Sanjeev Dandekar, 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 Sanjeev Dandekar 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	60 years
Qualifications	ACA, AICWA
Experience	Shri Sanjeev Dandekar has over 35 years of experience of working with various professional firms and private sector organisations, these include M/s. A. F. Ferguson & Co., Chartered Accountants, VIP Industries Limited (manufacturing site), Times Guarantee Financials Ltd. & Reliance Capital Ltd. – both registered NBFCs.
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Shri Sanjeev Dandekar who was appointed as a Non-Executive Director at the Annual General Meeting held on September 8, 2021, is liable to retire by rotation.
Remuneration last drawn in the Company (FY 2021-22)	Fees of Rs. 135,000/- for attending the meetings of the Board of Directors and Committees of the Board of Directors of the Company.
Remuneration proposed to be paid	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	October 20, 2020
Shareholding in the Company as on March 31, 2022	1 (One) equity share of Re. 1/- each held jointly with Reliance Industries Holding Private Limited (RIHPL) as a nominee of RIHPL, holding company of the Company.
Relationship with other Directors / Key Managerial Personnel	Shri Sanjeev Dandekar is not related to any Director / Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the FY 2021-22	8 out of 8 meetings held

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Directorships of other Boards as on March 31, 2022	1. Kalratri Properties Private Limited 2. Futura Commercials Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2022	Futura Commercials Private Limited - Corporate Social Responsibility Committee - Member

6. Shri Sanjeev Dandekar 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 Sanjeev Dandekar are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out under Item No. 2 of the Notice.
7. 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.
8. **Dispatch of Annual Report through Electronic Mode:**

In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/Depository Participants. Members may note that the Notice and Annual Report 2021-22 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.
9. Corporate members intending to authorise their representative(s) to attend the Meeting are requested to send to the Company vide an e-mail at the designated e-mail address provided in Annexure 1, a certified true copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting before the commencement of the meeting.
10. Members / Representatives attending the Meeting through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013.
11. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 (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.

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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 September 22, 2022 through e-mail at company.secretary@sptl.co.in.

12. Members seeking any information with regard to the documents referred to in the Notice or any matter to be placed at the Meeting, are requested to write to the Company on or before September 22, 2022 by sending e-mail at company.secretary@sptl.co.in. The same will be replied by the Company suitably.
13. 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.

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Statement setting out all material facts relating to the business mentioned under Item No. 3 in the Notice:

Item No. 3

Members of the Company at the Twenty First Annual General Meeting held on September 29, 2017 approved the appointment of D T S & Associates LLP, Chartered Accountants (Registration No. 142412W/W100595), ("Retiring Auditor") as the Auditor of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of said Annual General Meeting till the conclusion of the sixth Annual General Meeting from the said Annual General Meeting. D T S & Associates LLP will complete their present term on conclusion of this Annual General Meeting.

The Board of Directors of the Company ("the Board"), at its meeting held on May 27, 2022 has, considering the experience and expertise and on the recommendation of the Audit Committee, proposed to the Members of the Company appointment of Chaturvedi & Shah LLP, Chartered Accountants (Registration No. 101720W/W100355), as Auditors of the Company in place of the Retiring Auditor, for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting from this Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company.

Chaturvedi & Shah LLP, Chartered Accountants, founded in 1967, has its head office in Mumbai and has diversified client base of large corporates in different sectors.

Chaturvedi & Shah LLP, Chartered Accountants have consented to their appointment as Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013. Chaturvedi & Shah LLP, Chartered Accountants have also provided confirmation that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board' of the ICAI.

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 commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

By Order of the Board of Directors

Forum Sheth
Company Secretary and Compliance Officer
ICSI Membership No.: A22619

Place: Mumbai

Date: May 27, 2022

Corporate Office:- 3rd Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021;
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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:

[Click here to join the meeting](#)

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

2. The link to join the Meeting shall be active from 2:45 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.

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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.

Option 1

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

Open the email invitation using Google Chrome browser



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



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**”



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

Option 2

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

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



System will prompt you to download Microsoft Teams



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



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

You will be prompted to start Microsoft Teams Application.



Click on “**Join as a Guest**” option.



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.

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