

Sikka Ports & Terminals Limited

CIN: U45102GJ1997PLCo31906

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

May 30, 2023

Dear Sirs,

**Sub : Compliance under Regulation 24A of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

This has reference to the following Debentures of the Company listed on the Wholesale Debt Market Segment of BSE Limited:

- 40,000 – 8.45% Secured Redeemable Non-Convertible Debentures – PPD 5 (RPTL-8.45%-PPD 5-12-6-23-PVT) – ISIN: INE941D07133;
- 20,000 – 7.95% Secured Redeemable Non-Convertible Debentures – PPD 6 (RPTL-7.95%-28-10-26-PVT) – ISIN: INE941D07158;
- 20,000 – 7.90% Secured Redeemable Non-Convertible Debentures – PPD 7 (RPTL-7.90%-18-11-26-PVT) – ISIN: INE941D07166;
- 20,000 – 7.20% Secured Redeemable Non-Convertible Debentures – PPD 11 (SPTL-7.20%-16-6-23-PVT) – ISIN: INE941D07190; and
- 40,000 – 6.75% Secured Redeemable Non-Convertible Debentures – PPD 12 (SPTL-6.75%-22-4-26-PVT) – ISIN: INE941D07208.

In terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose Secretarial Compliance Report, duly issued by M/s. Shashikala Rao & Co., Practising Company Secretaries, for the financial year ended March 31, 2023.

Please take the same on record.

Thanking you,
Yours faithfully,
For **Sikka Ports & Terminals Limited**

Forum Sheth
Company Secretary
(ICSI Membership No. A22619)

Encl.: As above

Corporate Office:- 1st Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021;
Tel:- 0091 22 3555 7100, 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

Shashikala Rao & Co.

Company Secretaries

4112, "C" Wing, Oberoi Garden Estate, Chandivali Farm Road, Off. : Saki Vihar Road, Andheri (East), Mumbai -400072 Tel.: (022) 4295 1866 Email: skraoco@gmail.com

Secretarial Compliance Report of Sikka Ports & Terminals Limited for the financial year ended March 31, 2023

To,
The Board of Directors
Sikka Ports & Terminals Limited
Admin Building, MTF Area
Village Sikka, Taluka & District
Jamnagar- 361140, Gujarat

We, **Shashikala Rao & Co., Company Secretaries** have examined:

- (a) all the documents and records made available to us and explanation provided by **Sikka Ports & Terminals Limited ("the listed entity")** having **CIN: U45102GJ1997PLC031906**,
- (b) the filings/ submissions made by the listed entity to the stock exchange,
- (c) website of the listed entity,
- (d) other documents / filings which were relevant and has been relied upon to make this certification,

for the year ended **March 31, 2023 ("the Review Period")** in respect of compliance with the provisions of:

- (a) Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
- (b) Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**").

I. The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable to the non-convertible debt securities of the Company which are listed ("**SEBI LODR Regulations, 2015**");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not applicable to the listed entity during the Review Period;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011- **Not Applicable to the Company during the Review Period;**
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 - **Not applicable to the listed entity during the Review Period;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not applicable to the listed entity during the Review Period;**



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(f) Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021;

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

and circulars/ guidelines issued thereunder.

All the above listed SEBI Regulations are hereinafter referred to as "**Regulations**" or "**SEBI Regulations**".

II. We have also examined compliance with:

- Clauses 6(A) and 6(B) of SEBI circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 with respect to the terms of appointment of the statutory auditors;
- BSE Notice No. 20211001-3 dated October 1, 2021 read with SEBI Circular No. SEBI/HO/OW/P/DDHS/25493/1/2021 dated September 23, 2021 addressed to BSE;
- Reserve Bank Commercial Paper Directions, 2017 dated August 10, 2017 RBI/2017-18/43 FMRD.DIRD.01/CGM (TRS) – 2017 read with Operational Guidelines for Commercial Papers prescribed by Fixed Income Money Market and Derivatives Association of India (FIMMDA);
- SEBI Operational Circular No. SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021.

Based on the above examination and the explanations and confirmations furnished to us by the listed entity, its officers and representatives, we hereby report that, during the Review Period:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks byPCS*
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (Secretarial Standard-1 and Secretarial Standard-2) issued by the Institute of Company Secretaries of India.	Yes	None
2.	<u>Adoption and timely updation of the Policies:</u> All applicable policies under SEBI Regulations are adopted with the approval of Board of directors of the listed entity.	Yes	None
	All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	Yes	None



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3.	<u>Maintenance and disclosures on Website:</u>		
	• The Listed entity is maintaining a functional website.	Yes	None
	• Timely dissemination of the documents/ information under a separate section on the website	Yes	None
	• Web-links provided in annual corporate governance report under Regulation 27(2) of SEBI LODR Regulations, 2015 are accurate and specific which re- directs to the relevant document(s) / section of the website.	NA	Pursuant to BSE Notice No. 20211001-3 dated October 1, 2021 read with SEBI Circular No. SEBI /HO /OW / P / DDHS/25493/1/2021 dated September 23, 2021 a high value debt listed entity is not required to submit Annexure II at the end of a financial year along with the quarterly corporate governance report required to be submitted under Regulation 27(2) of SEBI LODR Regulations, 2015. The listed entity, however, provides web-links to relevant document(s) / section of the website in the corporate governance report which is annexed with the Annual Report
4.	<u>Disqualification of Directors:</u> None of the Directors of the listed entity were/are disqualified under section 164 of Companies Act, 2013.	Yes	None
5.	<u>Details related to Subsidiaries of the listed entity:</u> (a) Identification of material subsidiary companies; and (b) Requirements with respect to disclosure of material as well as other subsidiaries.	NA	The listed entity did not have any subsidiary.
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None



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7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year 2022-23 as prescribed in SEBI Regulations.	Yes	None
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related Party Transactions.	Yes	None
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit committee.	NA	Prior approval of the Audit Committee has been obtained for all related party transactions either by way of omnibus approval or specific approval.
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 51 read with Schedule III to SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has/ have been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	None



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	<u>Additional Non-compliances, if any:</u>	Yes	None
12.	No non-compliance observed for applicable SEBI regulations / circulars / guidance note etc.		

We further report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder;
- (b) There were no observations made in the previous reports and hence there were no actions required to be taken by the listed entity.

For Shashikala Rao & Co.
Company Secretaries
ICSI Unique Code: P2010MH067400
PR 845/2020



Shashikala
Lakshman
a Rao

Digitally signed
by Shashikala
Lakshmana Rao
Date: 2023.05.30
21:46:18 +05'30'

Place: Mumbai
Date: May 30, 2023

Shashikala Rao
Partner
FCS 3866 CP No 9482
UDIN: F003866E000427047