

Notice is hereby given that an Extraordinary General Meeting of the members of **RELIANCE PORTS AND TERMINALS LIMITED** will be held at shorter notice on Friday, November 18, 2016 at 10.30 a.m. at 2<sup>nd</sup> Floor, Meeting Room No. 2, Maker Chambers IV, 222, Nariman Point, Mumbai 400021, to transact the following business:

1. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT approval of the members be and is hereby accorded to the Board for transfer of Zero Coupon Non-Convertible Debentures of Latitudes Tourism Private Limited aggregating Rs. 93.60 crore, upon allotment, to Srividya Enterprises LLP, without any consideration;

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

**By order of the Board of Directors**

**Sd/-**

**Kalpana Srinivasan  
Company Secretary  
Membership No.: A6105**

Place: Mumbai  
Date: November 15, 2016

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 Extraordinary 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 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. The Statements pursuant to Section 102 of the Companies Act, 2013, setting out the material facts are annexed hereto.
3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/ Proxies should bring their Attendance Slip duly filled in for attending the Meeting.
5. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the Meeting.
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. 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, during business hours up to the date of the Meeting.
8. The route map of the Meeting venue is annexed to this Notice. The prominent landmark for the venue is Mantralaya.

**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. 1**

The Board of Directors of the Company at its meeting held on October 24, 2016 had *inter alia*, approved conversion of loan of Rs. 93.60 crore given to Latitudes Tourism Private Limited (LTPL) into Zero Coupon Non-Convertible Debentures.

The Board of Directors of the Company at its meeting held on November 15, 2016 had *inter alia*, subject to the consent of the members of the Company in a general meeting, approved the transfer of the Zero Coupon Non-Convertible Debentures of LTPL aggregating Rs. 93.60 crore, upon allotment, to Srividya Enterprises LLP without any consideration.

Accordingly, the approval of the members is sought for transfer of the said Zero Coupon Non-Convertible Debentures to Srividya Enterprises LLP.

In view of the above, consent of the members is sought for passing an Ordinary Resolution as set out at Item No 1 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or any of their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed resolution, set out at Item No. 1 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

**By order of the Board of Directors**

**Sd/-**

**Kalpana Srinivasan**  
**Company Secretary**  
**Membership No.: A6105**

Place: Mumbai  
Date: November 15, 2016

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

Corporate Office:- 3<sup>rd</sup> Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021; Tel:- 0091 22 22785500, Fax:- 0091 22 22785560

## Route Map to Meeting venue

