

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 Tuesday, October 25, 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 a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to provisions of Section 179(3), 186 and all other applicable provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force and as may be enacted from time to time), consent of the members be and is hereby accorded to the Board of Directors to acquire by way of subscription, purchase or otherwise the securities of any other body corporate upto the limit of Rs. 15,000 crore (Rupees Fifteen thousand crore only) outstanding at any point of time, in one or more tranches, on such terms and conditions as the Board of Directors may deem fit, notwithstanding that the aggregate of the investments so far made or to be made by the Company exceeds / will exceed the limits laid down by the Companies Act, 2013;

RESOLVED FURTHER THAT Shri K.R. Raja (DIN: 00006673), Shri Y. B. Prasad (DIN: 06526111), Ms. Geeta Fulwadaya (DIN: 03341926), Directors of the Company, be and are hereby severally authorised to determine the terms and conditions, manner and amount upto which it shall acquire by way of subscription, purchase or otherwise the securities of any other body corporate and do all such acts, deeds, matters and things as may be required to give effect to this resolution as it may in its absolute discretion deem necessary, proper or desirable.”

**By order of the Board of Directors**

**Sd/-**

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

Place: Mumbai

Date: October 24, 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.**

**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”)**

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

**Item No. 1**

The Members may please note that in terms of the provisions of Section 186 of the Companies Act, 2013, for giving of any loan or guarantee or providing any security or making of any investment in excess of 60% of the company’s paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, prior approval of the members by means of a Special Resolution is required.

The Company proposes to invest in the securities of other body corporate. The proposed investment will be exceeding the ceiling limit of 60% of the company’s paid up share capital, free reserves and securities premium account and 100% of its free reserves and securities premium account in terms of Section 186 of the Companies Act, 2013.

In view of the requirements of Section 186 of the Companies Act, 2013 read with Rule 13 of the Companies (Meetings of Board and its Powers) Rules, 2014, the approval of the members would be required for making of investments in excess of the limits prescribed but not exceeding Rs. 15,000 crore, outstanding at any point of time, in one or more tranches.

Accordingly, consent of the members is sought for passing a Special 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, are in any way, concerned or interested, financially or otherwise in this resolution, set out in item no. 1 of the Notice.

The Board commends the Special 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: October 24, 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

