

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 Wednesday, October 26, 2016, at 10:30 a.m., at 2nd 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 the provisions of Sections 42, 71 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to authorize the Board of Directors of the Company to offer or invite subscriptions for secured/ unsecured redeemable non-convertible debentures, in one or more series / tranches, aggregating up to Rs. 6,000 crore (Rupees Six Thousand crore), on private placement, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said Debentures be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto;

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: October 25, 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”)

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

Item No. 1

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed, *inter alia*, under Section 42 of the Companies Act, 2013 deals with private placement of securities by a company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the company shall obtain previous approval of its shareholders by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year.

In order to augment long term resources for its business activities including, *inter-alia*, for various purposes in the normal course of business including capital expenditure and / or refinancing of existing debts and / or subscribing to preference shares of infrastructure subsidiaries, the Company is proposing to offer or invite subscription, from time to time, for secured / unsecured redeemable non-convertible debentures, in one or more series / tranches on private placement, issuable / redeemable at par.

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, 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 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 25, 2016

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

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

Route Map to Meeting venue

