

Notice

Notice is hereby given that the Twenty First Annual General Meeting of the members of Reliance Ports And Terminals Limited will be held at shorter notice on Friday, September 29, 2017 at 10:00 a.m. at Registered Office of the Company at Admin Building, MTF Area, Village Sikka, Taluka & District Jamnagar- 361 140, Gujarat, to transact the following businesses:

Ordinary Business

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2017, 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, 2017, the reports of the Auditors thereon and in this regard, pass the following resolution as **Ordinary Resolutions**:

- a. "RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, 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, 2017 and report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To appoint a Director in place of Shri K. R. Raja (DIN: 00006673), who retires by rotation at this Annual General Meeting and being eligible has offered himself for reappointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri K. R. Raja (DIN: 00006673) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. To appoint the Auditors and fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, 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), Messrs D T S & Associates, Chartered Accountants (Firm Registration No. 142412W), 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.”

Special Business

4. To re-appoint Shri S. Anantharaman as an Independent director and in this regard pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), Shri S. Anantharaman (DIN 00178723), who was appointed as an Independent Director and who holds office of Independent Director in the current term upto March 30, 2018 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold office for a second term of 5 (five) consecutive years on the Board of the Company effective March 31, 2018.”

5. To re-appoint Shri Natarajan T. G. as an Independent director and in this regard pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), Shri Natarajan T. G. (DIN 00013939), who was appointed as an Independent Director and who holds office of Independent Director in the current term upto March 30, 2018 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold office for a second term of 5 (five) consecutive years on the Board of the Company effective March 31, 2018.”

6. To ratify the remuneration of Cost Auditor for the financial year ending March 31, 2018 and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the Notice, to

be paid to the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2018, be and is hereby ratified.”

By order of the Board of Directors

**Sd/-
V Mohana
Company Secretary
Membership No.: A4882**

Date: September 21, 2017
Place: Mumbai

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 Annual 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 the 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. The holder of proxy shall prove his identity at the time of attending the Meeting.

2. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. Members/ Proxies / Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of their Annual Report.
4. 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.
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Meeting is enclosed herewith.
6. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (that is, except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
7. In terms of Section 152 of the Companies Act, 2013, Shri K. R. Raja (DIN: 00006673), Director, retires by rotation at the Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company commend his re-appointment.

Details of Shri K. R. Raja, as required to be provided pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Particulars	Shri K. R. Raja
Age	60 years
Qualification	Bachelor of Science and Chartered Accountant
Experience	Shri K. R. Raja has 30 years’ experience in Finance, Legal, Commercial and Accounts. Further, he has been associated with the Reliance group since 1997.
Terms and conditions of appointment/ re-appointment	Liable to retire by rotation
Directorship in other Companies as on March 31, 2017	<ol style="list-style-type: none"> 1. Reliance Gas Transportation Infrastructure Limited 2. Dhanishta Commercials Private Limited 3. Suprita Commercials Private Limited 4. Pinakin Commercials Private Limited 5. Pushkara Commercials Private Limited 6. Elakshi Commercials Private Limited 7. Vanishree Commercials Private Limited 8. Adventure Marketing Private Limited 9. RB Media Holdings Private Limited 10. RB Mediasoft Private Limited 11. Watermark Infratech Private Limited 12. RRB Mediasoft Private Limited 13. Colorful Media Private Limited 14. Sanchar Content Private Limited 15. Network 18 Media & Investments Limited
Date of first Appointment on the Board	09-06-2007
No. of Meeting of the Board attended during the FY 2016-17	6
Chairmanship/Membership of Board Committees of the other Companies as on March 31, 2017	<u>Reliance Gas Transportation Infrastructure Limited</u> ; Chairman, Audit Committee, Nomination and Remuneration Committee,

	Corporate Social Responsibility Committee Network 18 Media & Investments Limited: Member, Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee
Shareholding in the Company	Nil
Remuneration drawn in the Company for the FY 2016-17	Rs. 55,000/- (Sitting fees)
Remuneration sought to be paid	-
Relationship with other Director/ Key Managerial Personnel of the Company	None

8. Shri K. R. Raja 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 Directors/ Key Managerial Personnel of the Company / their relatives/ relatives of Shri K. R. Raja are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions set out under Item Nos. 1 to 3 of the Notice.
9. 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.
10. Details of the number and dates of Board meetings and Committee meetings of the Company held during the financial year 2016-17 and the attendance of the Directors at such meetings is enclosed as **Annexure 1**.
11. The route map of the Annual General Meeting Venue is enclosed as **Annexure 2**. The prominent landmark for the venue is Village Sikka.
12. The Company's Debenture Trustees are:

Axis Trustee Services Limited having its office at Axis House, 2nd Floor, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai – 400 025; Tel: 91-22– 2425 5215/5216; Fax: 91-22- 4325 3000; and email: debenturetrustee@axistrustee.com;

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. 4 and 5

Shri S. Anantharaman (DIN: 00178723) and Shri Natarajan T. G. (DIN: 00013939) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. They hold office as Independent Directors of the Company up to March 30, 2018 (“first term” in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Shri S. Anantharaman and Shri Natarajan T. G. as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their experience and background and contributions made by them during their tenure, the continued association of Shri S. Anantharaman and Shri Natarajan T. G. would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Shri S. Anantharaman and Shri Natarajan T. G. as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company effective March 31, 2018.

Section 149 of the Act *inter-alia* prescribes that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board’s report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Shri S. Anantharaman and Shri Natarajan T. G. are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri S. Anantharaman and Shri Natarajan T. G. for the office of Directors of the Company.

The Company has received declarations from Shri S. Anantharaman and Shri Natarajan T. G. that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Shri S. Anantharaman and Shri Natarajan T. G. fulfil the conditions for their appointment as Independent Directors as specified in the Act read with the rules made thereunder. Shri S. Anantharaman and Shri Natarajan T. G. are independent of the management.

Details of Shri S. Anantharaman and Shri Natarajan T. G., as required to be provided pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are provided herein below:

Particulars	Shri S. Anantharaman	Shri Natarajan T. G.
Age	63 years	55 years
Qualifications	Shri S. Anantharaman is a graduate in commerce from Andhra University, a Fellow Member of the Institute of Chartered Accountants of India, and also a Chartered Management Accountant from the Chartered Institute of Management Accountants, London, UK.	Shri Natarajan T. G. has done his Bachelor of Commerce from Mumbai University and he is a Fellow Member of the Institute of Chartered Accountants of India.
Experience	Shri S. Anantharaman brings with him a wealth of experience in areas such as Audit, Banking, MIS and General Management. He is a past member of the British Institute of Management, London, UK. Shri S. Anantharaman has been on the Board of the Company since March, 2015.	Shri Natarajan T. G. is a Financial Consultant by profession. He has over 30 years of experience in the areas of Banking, Finance, Capital Markets, Project advisory and Renewable energy sector. Shri Natarajan T. G. has been on the Board of the Company since March, 2015.
Terms and conditions of re-appointment	As per the resolution at Item No. 4 of the Notice convening Annual General Meeting on	As per the resolution at Item No. 5 of the Notice convening Annual General Meeting on

Particulars	Shri S. Anantharaman	Shri Natarajan T. G.
	September 29, 2017 read with explanatory statement thereto.	September 29, 2017 read with explanatory statement thereto.
Remuneration last drawn	Sitting Fees of Rs. 3,25,000/- paid for attending Board, Committee and Independent Directors meetings for the financial year 2016-17.	Sitting Fees of Rs. 4,00,000/- paid for attending Board, Committee and Independent Directors meetings for the financial year 2016-17.
Remuneration proposed to be paid	Sitting Fees to be paid for attending Board, Committee and Independent Directors meetings for the financial year 2017-18.	Sitting Fees to be paid for attending Board, Committee and Independent Directors meetings for the financial year 2017-18.
Date of first appointment on the Board	March 31, 2015	March 31, 2015
Shareholding in the Company as on March 31, 2017	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year 2016-17	6	7
Directorships of other Boards as on March 31, 2017	<ul style="list-style-type: none"> • Reliance Utilities Private Limited • Reliance Gas Transportation Infrastructure Limited 	<ul style="list-style-type: none"> • Reliance Utilities Private Limited • Reliance Gas Transportation Infrastructure Limited • Septett Advisory Services

Particulars	Shri S. Anantharaman	Shri Natarajan T. G.
		Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2017	<u>Reliance Utilities Private Limited:</u> Member, Audit Committee Member, Nomination and Remuneration Committee Member, Corporate Social Responsibility Committee <u>Reliance Gas Transportation Infrastructure Limited:</u> Member, Audit Committee Member, Nomination and Remuneration Committee Member, Corporate Social Responsibility Committee	<u>Reliance Utilities Private Limited:</u> Member, Audit Committee Member, Nomination and Remuneration Committee Member, Corporate Social Responsibility Committee <u>Reliance Gas Transportation Infrastructure Limited:</u> Member, Audit Committee Member, Nomination and Remuneration Committee Member, Corporate Social Responsibility Committee

Copy of draft letters of appointment of Shri S. Anantharaman and Shri Natarajan T. G. setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Shri S. Anantharaman and Shri Natarajan T. G. are interested in the resolutions set out respectively at Item Nos. 4 and 5 of the Notice with regard to their respective re-appointments.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives / relatives of Shri S. Anantharaman and Shri Natarajan T. G. are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Special Resolutions set out at Item Nos. 4 and 5 of the Notice for approval by the members.

Item No. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor to conduct the audit of the cost records of the Company relating to the business of transportation of gas products by Pipeline between Dahej and Hazira, at a remuneration of Rs. 1,27,000/- (Rupees One Lakh Twenty Seven Thousand) for the financial year ending March 31, 2018.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company.

Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditor for the financial year ending March 31, 2018 by passing an Ordinary Resolution as set out at Item No. 6 of the Notice.

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 set out at Item No. 6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

By order of the Board of Directors

**Sd/-
V Mohana
Company Secretary
Membership No.: A4882**

Date: September 21, 2017
Place: Mumbai
Registered Office: Admin Building,
MTF Area, Village Sikka,
Taluka & District Jamnagar- 361 140,
Gujarat

Annexure 1

Meetings of Board and Committee

Seven meetings of the Board of Directors, Four meetings of the Audit Committee, Two meetings of Nomination and Remuneration Committee and Two meetings of Corporate Social Responsibility Committee of the Board of Directors of the Company were held during the year.

Dates of Board Meetings / Committee meetings held during the financial year 2016-2017:

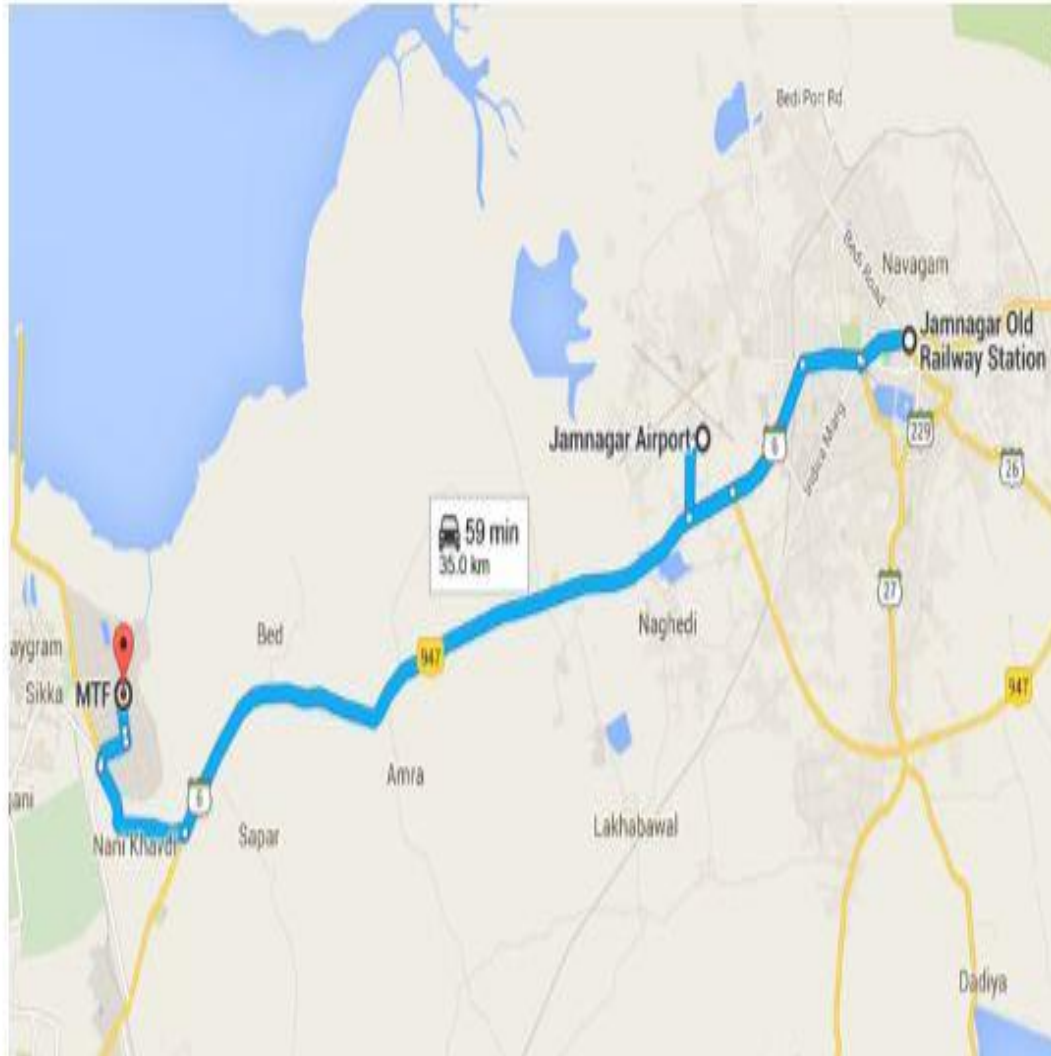
Sr. No.	Board Meeting	Audit Committee Meeting	Nomination and Remuneration Committee	Corporate Social Responsibility Committee
1.	26.05.2016	26.05.2016	-	26.05.2016
2.	21.09.2016	20.09.2016	-	-
3.	24.10.2016	24.10.2016	-	-
4.	25.10.2016	-	-	-
5.	15.11.2016	-	-	-
6.	14.12.2016	14.12.2016	14.12.2016	-
7.	06.03.2017	-	06.03.2017	06.03.2017

Attendance of Directors at Board Meetings / Committee meetings during the financial year 2016-2017:

	Attendance at meetings during the financial year 2016-2017			
	Board	Audit Committee	Nomination and Remuneration Committee	Corporate Social Responsibility Committee
Shri K. R. Raja	6	4	2	2
Shri Y. B. Prasad	4	N.A.	-	1
Shri T. Natarajan	7	4	2	2
Shri S. Anantharaman	6	3	1	2
Ms. Geeta Fulwadaya	6	N.A.	N.A.	N.A.

N.A. Not a member of the Committee

Route Map to Meeting venue



AGM VENUE ADDRESS:

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