

Sikka Ports & Terminals Limited

CIN: U45102GJ1997PLC031906

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

April 19, 2024

Dear Sir,

Sub: Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Compliance Report on Corporate Governance for the quarter ended March 31, 2024

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

- 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; 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 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Compliance Report on Corporate Governance for the quarter ended March 31, 2024.

Please take the same on record.

Thanking you,

Yours faithfully,

For **Sikka Ports & Terminals Limited**

FORUM
JAY SHETH

Digitally signed by
FORUM JAY SHETH
Date: 2024.04.19
16:17:28 +05'30'

Forum Sheth
Company Secretary

Encl: As above

Sikka Ports & Terminals Limited

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Report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of Listed Entity – Sikka Ports & Terminals Limited
2. Quarter Ending – March 31, 2024

I. Composition of Board of Directors

| Title (Mr . / Ms) | Name of the Director | DIN | Category ^{&} | Initial Date of Appointment | Date of Re-appointment | Date of Cessation | Tenure* | Date of Birth | No. of directorship in listed entities including this listed entity <i>[in reference to Regulation 17A(1)]</i> | No. of Independent Directorship in listed entities including this listed entity <i>[in reference to proviso to regulation 17A(1)]</i> | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity <i>(Refer Regulation 26(1) of Listing Regulations)</i> | No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity <i>(Refer Regulation 26(1) of Listing Regulations)</i> |
|-------------------|--------------------------|----------|--|-----------------------------|------------------------|-------------------|---------|---------------|---|--|---|---|
| Mr. | Sanjeev Dandekar | 00022797 | Non-Executive - Non Independent Director | 20-10-2020 | 08-09-2021 | | | 04-02-1962 | 0 | 0 | 2 | 1 |
| Mr. | Samir Patel | 09487366 | Non-Executive - Non Independent Director | 10-02-2022 | 25-04-2022 | | | 03-04-1972 | 0 | 0 | 0 | 0 |
| Ms. | Jyothi Menon | 09484769 | Non-Executive - Non Independent Director | 31-03-2022 | 25-04-2022 | | | 29-09-1973 | 0 | 0 | 3 | 0 |
| Mr. | Venkataramanan Devarajan | 07749448 | Non-Executive - Independent Director | 31-03-2023 | 24-04-2023 | | 12 | 02-04-1962 | 0 | 0 | 2 | 0 |

Corporate Office:- 1st Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021;
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Registered Office: Admin Building, MTF Area, Village Sikka, Taluka & District Jamnagar – 361 140, Gujarat

Sikka Ports & Terminals Limited

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| | | | | | | | | | | | | |
|-----|--|----------|---|------------|------------|--|----|------------|---|---|---|----|
| Mr. | Kozhumam Chandrasekar Ganesh | 09390886 | Non-Executive - Independent Director | 31-03-2023 | 24-04-2023 | | 12 | 31-08-1973 | 0 | 0 | 1 | 1 |
| Ms. | Mohana Venkatachalam | 08333092 | Non-Executive - Non Independent Director – Nominee Director | 13-02-2024 | 19-03-2024 | | | 01-06-1969 | 0 | 0 | 0 | 0 |
| | Whether Regular chairperson appointed | | | | | | | | | | | No |
| | Whether Chairperson is related to managing director or CEO | | | | | | | | | | | No |
| | <p><i>\$PAN of any director would not be displayed on the website of Stock Exchange & Category means chairperson and/ or Directors viz. executive/ non-executive/ independent/ Nominee. If a director fits into more than one category write all categories separating them with hyphen</i></p> <p><i>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</i></p> | | | | | | | | | | | |

II. Composition of Committees

| Name of Committee | Whether regular chairperson appointed | Name of Committee members | Category ^{&} | Date of Appointment | Date of Cessation |
|--|---------------------------------------|---------------------------|---|---------------------|-------------------|
| 1. Audit Committee | Yes | K.C. Ganesh | Chairperson – Non-Executive - Independent | 31-03-2023 | |
| | | Venkataramanan Devarajan | Non-Executive - Independent | 31-03-2023 | |
| | | Sanjeev Dandekar | Non-Executive | 31-03-2023 | |
| 2. Nomination & Remuneration Committee | Yes | Venkataramanan Devarajan | Chairperson- Non-Executive – Independent | 31-03-2023 | |
| | | K.C. Ganesh | Non-Executive - Independent | 31-03-2023 | |

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| | | | | | |
|--|-----|--------------------------|-----------------------------|------------|--|
| | | Sanjeev Dandekar | Non-Executive | 31-03-2023 | |
| 3. Risk Management Committee (if applicable) | Yes | Sanjeev Dandekar | Chairperson - Non-Executive | 31-03-2023 | |
| | | K.C. Ganesh | Non-Executive - Independent | 31-03-2023 | |
| | | Samir Patel | Non-Executive | 31-03-2023 | |
| | | Sanjeev Dandekar | Chairperson - Non-Executive | 31-03-2023 | |
| 4. Stakeholders Relationship Committee | Yes | Venkataramanan Devarajan | Non-Executive - Independent | 31-03-2023 | |
| | | Jyothi Menon | Non-Executive | 31-03-2023 | |

& Category means chairperson and/ or Directors viz. executive/ non-executive/ independent/ Nominee.If a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met* | Number of Directors present* | Number of independent directors present* | Maximum gap between any two consecutive (in number of days) |
|---|---|------------------------------------|------------------------------|--|---|
| | | Yes / No | | | |
| 08-11-2023 | | | | | |
| | 13-02-2024 | Yes | 5 | 2 | 96 |

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| | | | | | |
|--|------------|-----|---|---|----|
| | 29-03-2024 | Yes | 6 | 2 | 44 |
|--|------------|-----|---|---|----|

* to be filled in only for the current quarter meetings

IV. Meetings of Committees

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details)* | Number of Directors present* | Number of independent directors present* | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
|---|--|------------------------------|--|---|---|
| | Yes / No | | | | |
| 13-02-2024 - Audit Committee | Yes | 3 | 2 | 08-11-2023 - Audit Committee | 96 |
| 29-03-2024 - Audit Committee | Yes | 3 | 2 | - | 44 |
| 05-02-2024 - Nomination & Remuneration Committee | Yes | 3 | 2 | - | - |
| 05-02-2024 - Risk Management Committee | Yes | 3 | 1 | - | - |
| 05-02-2024 - Stakeholders Relationship Committee | Yes | 3 | 1 | - | - |
| Corporate Social Responsibility Committee | - | - | - | - | - |

*To be filled in only for the current quarter meetings.

Note: This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

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V. Related Party Transactions

| Subject | Compliance status (Yes/No/NA) <i>refer note below</i> |
|--|--|
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | No Note: All shareholders of the Company fall under the definition of related party and shall not be eligible to vote on resolutions pertaining to material related party transactions as per Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence, shareholders approval has not been obtained. |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee | Yes |

Notes:

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.*
- If status is "No" details of non-compliance may be given here.*

VI. Details of Cyber Security Incidents:

- Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of

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data or documents during the quarter - No

- Date of the event - Not Applicable
- Brief details of the event - Not Applicable

VII. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Yes
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 :
 - a. Audit Committee - Yes
 - b. Nomination & Remuneration Committee - Yes
 - c. Stakeholders Relationship Committee - Yes
 - d. Risk management committee (as applicable) - Yes
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors – Yes
Any comments/observations/advice of the board of directors may be mentioned here – None

Name & Designation – Forum Sheth
Company Secretary / Compliance Officer / ~~Managing Director~~ / CEO / CFO

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.

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