

Sikka Ports & Terminals Limited

CIN: U45102GJ1997PLC031906

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

October 21, 2022

Dear Sir,

Sub: Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Compliance Report on Corporate Governance for the quarter ended September 30, 2022

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

- 40,000 – 8.45% Secured Redeemable Non-Convertible Debentures – PPD 5 (RPTL-8.45%-PPD 5-12-6-23-PVT) – ISIN: INE941D07133;
- 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;
- 35,000 – 7.65% Secured Redeemable Non-Convertible Debentures – PPD 10 (SPTL-7.65%-22-3-23-PVT) – ISIN: INE941D07182;
- 20,000 – 7.20% Secured Redeemable Non-Convertible Debentures – PPD 11 (SPTL-7.20%-16-6-23-PVT) – ISIN: INE941D07190; 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 September 30, 2022.

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Please take the same on record.

Thanking you,

Yours faithfully,
For **Sikka Ports & Terminals Limited**

Forum Sheth
Company Secretary
ICSI Membership No. A22619

Encl: As above

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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 – September 30, 2022

I. Composition of Board of Directors

Title (Mr / Ms)	Name of the Director	PAN [§]	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 [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Sanjeev Dandekar	AEMPD9544G	00022797	Non-Executive - Non Independent Director	20-10-2020	08-09-2021			04-02-1962	0	0	2	1
Mr.	Seetharaman Anantharaman	ABZPA8346D	00178723	Non-Executive - Independent Director	31-03-2015	31-03-2018		90	02-08-1954	0	0	2	0
Mr.	Natarajan T G	AAKPN1996Q	00013939	Non-Executive - Independent	31-03-2015	31-03-2018		90	10-06-1962	0	0	1	1

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				Director									
Mr.	Samir Patel	AHIPP9509N	09487366	Non-Executive - Non Independent Director	10-02-2022	25-04-2022			03-04-1972	0	0	0	0
Ms.	Jyothi Menon	AKJPM1502G	09484769	Non-Executive - Non Independent Director	31-03-2022	25-04-2022			29-09-1973	0	0	3	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 onecategory 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	Natarajan T. G.	Chairperson – Non-Executive - Independent	14-10-2021	
		Seetharaman Anantharaman	Non-Executive - Independent	14-10-2021	
		Sanjeev Dandekar	Non-Executive	14-10-2021	

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2. Nomination & Remuneration Committee	Yes	Seetharaman Anantharaman	Chairperson- Non-Executive – Independent	14-10-2021	
		Sanjeev Dandekar	Non-Executive	14-10-2021	
		Natarajan T. G.	Non-Executive - Independent	14-10-2021	
3. Risk Management Committee (if applicable)	Yes	Sanjeev Dandekar	Chairperson - Non-Executive	01-04-2022	
		Natarajan T. G.	Non-Executive - Independent	01-04-2022	
		Samir Patel	Non-Executive	01-04-2022	
4. Stakeholders Relationship Committee	Yes	Sanjeev Dandekar	Chairperson - Non-Executive	01-04-2022	
		Seetharaman Anantharaman	Non-Executive - Independent	01-04-2022	
		Jyothi Menon	Non-Executive	01-04-2022	

& 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			
25-05-2022	10-08-2022	Yes	5	2	74
27-05-2022	-				

* to be filled in only for the current quarter meetings

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IV. Meetings of Committees					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
	Yes / No				
10-08-2022 - Audit Committee	Yes	3	2	27-05-2022 - Audit Committee	74
Nomination & Remuneration Committee	-	-	-	27-05-2022 – Nomination & Remuneration Committee	-
10-08-2022 - Risk Management Committee	Yes	3	1	-	-
Stakeholders Relationship Committee	-	-	-	-	-
10-08-2022 - Corporate Social Responsibility Committee	Yes	4	2	27-05-2022 - Corporate Social Responsibility Committee	74

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**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.

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 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:

- 1 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.*
- 2 If status is "No" details of non-compliance may be given here.*

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VI. 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 - NA

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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