

Sikka Ports & Terminals Limited

(Formerly Reliance Ports And Terminals Limited)

CIN: U45102GJ1997PLC031906

Notice

Notice is hereby given that the Twenty Second Annual General Meeting of the Members of Sikka Ports & Terminals Limited will be held at shorter notice on Tuesday, September 25, 2018 at 10:00 a.m. at the Registered Office of the Company at Admin Building, MTF Area, Village Sikka, Taluka & District Jamnagar- 361 140, Gujarat, to transact the following business:

Ordinary Business

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2018 and 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, 2018 and the report of the Auditors thereon and in this regard, pass the following resolutions as **Ordinary Resolutions:**

(a) "RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2018 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, 2018 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To appoint Ms. Geeta Fulwadaya, who retires by rotation as a Director 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, Ms. Geeta Fulwadaya (DIN: 03341926) who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

By Order of the Board of Directors

**Sd/-
V Mohana
Company Secretary
ICSI Membership No.: F4882**

Date : September 7, 2018

Place: Mumbai

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 Website:- www.sptl.co.in

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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. Attendance Slip, Proxy Form and the route map of the venue of the Meeting are annexed hereto. The prominent landmark for the venue of the Meeting is Village Sikka.
3. 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.
4. In terms of Section 152 of the Companies Act, 2013, Ms. Geeta Fulwadaya, Director (DIN: 03341926), retires by rotation at the Meeting and being eligible, offers herself for re-appointment. Nomination and Remuneration Committee and the Board of Directors of the Company commend her re-appointment.

Details of Ms. Geeta Fulwadaya, 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:

Ms. Geeta Fulwadaya	
Age	38 years
Qualification	Commerce Graduate and an Associate Member of the Institute of Company Secretaries of India
Experience	Ms. Geeta Fulwadaya has an extensive experience in the field of corporate laws and allied matters for more than a decade.

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Terms and conditions of appointment	In terms of Section 152(6) of the Act, Ms. Geeta Fulwadaya who was appointed as a Director at the Annual General Meeting held on September 30, 2015, is liable to retire by rotation at the Meeting.
Remuneration last drawn in the Company	Sitting Fees of Rs. 40,000 for attending the meetings of the Board of Directors of the Company
Remuneration sought to be paid	Sitting Fees to be paid for the Financial Year 2018-19
Date of first Appointment on the Board	31.03.2015
Shareholding in the Company as on March 31, 2018	Nil
Relationship with other Directors/ Manager / other Key Managerial Personnel of the Company	Nil
Number of meetings of the Board attended during the FY 2017-18	4
Directorships of other Boards as on March 31, 2018	Reliance Retail Limited Jamnagar Utilities & Power Private Limited Reliance Petro Marketing Limited Prakhar Commercials Private Limited Reliance Commercial Dealers Limited IMG Reliance Limited Reliance Gas Pipelines Limited Reliance SMSL Limited Indiawin Sports Private Limited
Membership / Chairmanship of Committees of the other Boards as on March 31, 2018	Reliance Retail Limited – Member of Compliance Committee of the Board of Directors Jamnagar Utilities & Power Private Limited - Member of Corporate Social Responsibility

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	<p>Committee and Member of Nomination and Remuneration Committee of the Board of Directors</p> <p>Reliance Gas Pipelines Limited - Member of Nomination and Remuneration Committee of the Board of Directors</p>
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5. Ms. Geeta Fulwadaya is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to her re-appointment. Save and except the above, none of the Directors/ Key Managerial Personnel of the Company / their relatives/ relatives of Ms. Geeta Fulwadaya are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions set out under Item Nos. 1 and 2 of the Notice.
6. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 29, 2017.
7. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of Annual Report. 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 at the Meeting.
8. 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.
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.

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10. The Company's Debenture Trustees are:
- a. Axis Trustee Services Limited having its office at at The Ruby, 2nd Floor, SW, 29, Senapati Bapat Marg, Dadar West, Mumbai- 400 028 Tel : 022-6230 0451; and email: debenturetrustee@axistrustee.com;
 - b. IDBI Trusteeship Services Limited, Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai 400 001; Tel: 91- 22 – 4080-7000; Fax: 91- 22 - 6631 – 1776; and email: itsl@idbitrustee.com.

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ATTENDANCE SLIP

SIKKA PORTS & TERMINALS LIMITED (Formerly Reliance Ports And Terminals Limited)

**Regd. Office: Admin Building, MTF Area, Village Sikka, Taluka & District
Jamnagar – 361 140, Gujarat
CIN: U45102GJ1997PLC031906**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint Members may obtain additional Attendance Slip at the venue of the meeting.

DP ID*	
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Folio No.	
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Client ID*	
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No. of Shares	
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NAME AND ADDRESS OF THE MEMBER

I hereby record my presence at the **TWENTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS** of the Company held on Tuesday, September 25, 2018 at 10.00 a.m. at the Registered Office of the Company at the Registered Office of the Company at Admin Building, MTF Area, Villa Sikka, Taluka & District Jamnagar – 361140, Gujarat.

SIGNATURE OF THE MEMBER OR PROXY**

* Applicable for investors holding shares in electronic form.

** Strike out whichever is not applicable

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

SIKKA PORTS & TERMINALS LIMITED

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– 361 140, Gujarat

CIN: U45102GJ1997PLC031906

Name of the Member(s) :	
Registered address:	
E-mail ID:	
Folio No / *Client Id:	
*DP Id:	

I/We, being the member(s) of _____ shares of Sikka Ports & Terminals Limited, hereby appoint:

1. _____ of _____ having E-mail id _____ or failing him
2. _____ of _____ having E-mail id _____ or failing him
3. _____ of _____ having E-mail id _____

and whose signature(s) are appended below as my / our proxy to attend and vote (on a poll) for me / us and on my/our behalf at the **TWENTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS** of the Company, to be held on Tuesday, September 25, 2018 at 10.00 a.m. at the Registered Office of the Company at Admin Building, MTF Area, Village Sikka, Taluka & District Jamnagar – 361140, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1. Consider and adopt: a) Audited Financial Statement for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon b) Audited Consolidated Financial Statement for the financial year ended March 31, 2018 and the Report of the Auditors thereon		
2. Appointment of Ms. Geeta Fulwadaya, a Director retiring by rotation		

* Applicable for investors holding shares in electronic form.

Signed this _____ day of _____ 2018

Signature of
member

Affix
Revenue
Stamp

Signature of first proxy
holder

Signature of second proxy
holder

Signature of third proxy
holder

Notes:

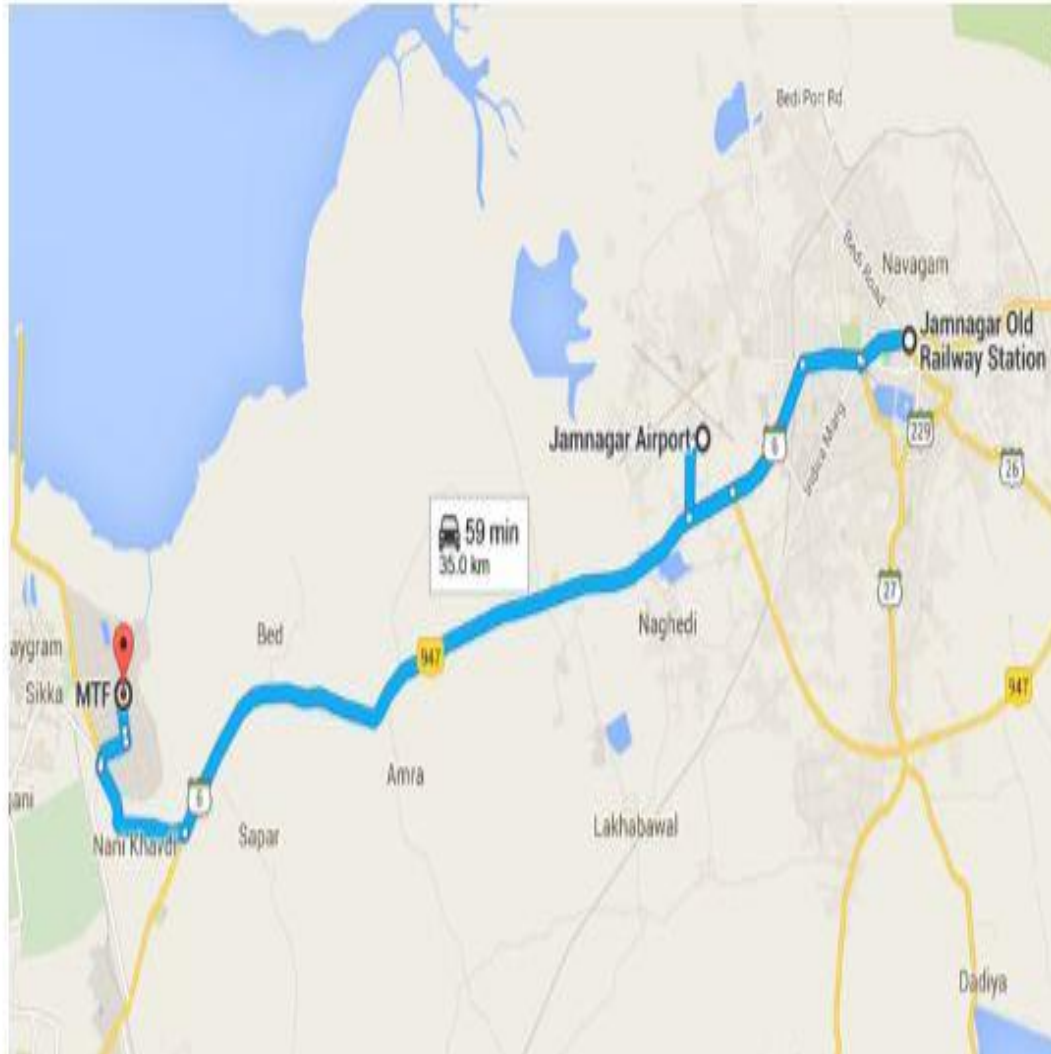
1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company either in person or through post not less than forty-eight hours before the commencement of the Meeting.**
2. **A Proxy need not be a member of the Company and shall prove his/her identity at the time of attending the Meeting.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% 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.
4. ****This is only optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote (on poll) at the Meeting in the manner he/she thinks appropriate.**
5. Appointing a proxy does not prevent a member from attending the Meeting in person if he / she so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
6. In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.
7. This form of proxy shall be signed by the appointer or his/her attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
8. This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
9. A Proxy form which does not state the name of the Proxy will not be considered valid.
10. Undated proxy form will not be considered valid.
11. If Company receives multiple proxies for the same holdings of a member, the Proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

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Route Map



AGM VENUE ADDRESS:

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