

# Sikka Ports & Terminals Limited

(Formerly Reliance Ports And Terminals Limited)

CIN: U45102GJ1997PLC031906

## NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of **Sikka Ports & Terminals Limited** will be held on Thursday, April 11, 2019, at 12:00 noon at 5<sup>th</sup> Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021, to transact the following business:

### **Special Business**

1. To appoint Shri M Sundar as Manager and in this regard, to consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 2(53), 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), Shri M Sundar (PAN: AEAPS4405D), who satisfies the conditions set out in the Act for being eligible for appointment as Manager, be and is hereby appointed as Manager of the Company for a period from April 1, 2019 to December 31, 2020 on the terms and conditions including remuneration, as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions and / or remuneration, subject to the same not exceeding the limits specified under the Act or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such 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/-  
V. Mohana  
Company Secretary  
(ICSI Membership No.: F4882)**

Place: Mumbai

Date: March 18, 2019

Registered Office:

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

Tel: 022 22785500

Fax: 022 22785560

Corporate Office:- 3<sup>rd</sup> 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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Registered Office: Admin Building, MTF Area, Village Sikka, Taluka & District Jamnagar – 361 140, Gujarat

# Sikka Ports & Terminals Limited

(Formerly Reliance Ports And Terminals Limited)

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## Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (the "Act"), setting out the material facts is annexed hereto.
2. **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. 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 proxy holder shall prove his identity at the time of attending the Meeting.**

3. 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 Mantralaya.
4. 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.
5. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy(ies) of Annual Report.
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 at the Meeting.
7. 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 (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.
8. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the Meeting.

Corporate Office:- 3<sup>rd</sup> Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021;  
Tel:- 0091 22 22785500, Fax:- 0091 22 22785560 Website:- [www.sptl.co.in](http://www.sptl.co.in)

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

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9. The Company's Debenture Trustees are:

Axis Trustee Services Limited having its office at The Ruby, 2<sup>nd</sup> Floor, SW, 29, Senapati Bapat Marg, Dadar West, Mumbai 400028.

Contact Details: Tel: 022 62300451 Fax: 91-22-43253000;

E-mail: [debenturetrustee@axistrustee.com](mailto:debenturetrustee@axistrustee.com).

# Sikka Ports & Terminals Limited

(Formerly Reliance Ports And Terminals Limited)

CIN: U45102GJ1997PLC031906

## 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 Notice:

### **Item No. 1**

In accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force) and subject to the approval of the members of the Company, the Board of Directors of the Company have appointed Shri M. Sundar (PAN: AEAPS4405D) as a Manager of the Company, for a period from April 1, 2019 to December 31, 2020 within the meaning of Section 2(53) of the Companies Act, 2013 on the terms and conditions including remuneration, as approved by the Board.

It is proposed to seek members approval for appointment of Shri M. Sundar as Manager for a period from April 1, 2019 to December 31, 2020 and for the remuneration payable to him in terms of the applicable provisions of the Act.

Shri M. Sundar fulfills the eligibility criteria set out in Section 196(3) and in Part I of Schedule V to the Act.

Broad particulars of the terms of appointment of and remuneration payable to Shri M. Sundar are as under:

- (1) Remuneration will include:
  - a) Salary and Allowances: In the range of Rs. 50 Lakh to Rs. 1 Crore per annum. Allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) thereto or re-enactment(s) thereof; in the absence of any such rules, allowances shall be evaluated at actual cost.
  - b) Perquisites (in addition to salary and allowances) which shall include: insurance, leave travel concession for self and family including dependents and such other perquisites as per the Company rules. The said perquisites shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) thereto or re-enactment(s) thereof; in the absence of any such rules, the perquisites shall be evaluated at actual cost.

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- (2) The Company's contribution to provident fund, superannuation or annuity fund, if any, gratuity payable, to the extent not taxable under the Income Tax law and encashment of leave, as per the rules of the Company, shall not be included for the purpose of computation of the aforesaid remuneration under (1)(a) above.
- (3) Incentive / bonus payable to Shri M Sundar shall not be included for the purpose of computation of the aforesaid remuneration under (1)(a) above, provided that the total payment under (1) to (3) shall be within the overall ceiling of remuneration permissible under the Act.
- (4) Reimbursement of Expenses:  
Expenses incurred for travelling, board and lodging during business trips; use of corporate credit card and provision of any medical assistance; provision of car and use thereof on Company's business and telephone expenses at residence may be reimbursed at actuals and not considered as perquisites.
- (5) General:
- i. Where in any financial year after his appointment, the Company has no profits or its profits are inadequate, the Company will pay to Shri M Sundar, remuneration under (1) to (3) above not exceeding the limit permissible under the Companies Act, 2013 or any statutory modification(s) thereto or re-enactment(s) thereof.
  - ii. The Manager will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Manager will be under the overall authority of the Board of Directors of the Company.
  - iii. The Manager shall act in accordance with the Articles of Association of the Company.
  - iv. The office of the Manager may be terminated by the Company or the Manager by giving to the other, 3 (three) months prior notice in writing.
  - v. The terms and conditions set out herein for appointment and payment of remuneration may be altered and varied by the Board of Directors as it may, from time to time, deem fit.

# **Sikka Ports & Terminals Limited**

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The terms and conditions including remuneration as set out above may, without any further reference to the Company in General Meeting, be altered and varied, from time to time, by the Board as it may, at its discretion deem fit, so as to be in conformity with Section 197 read with Schedule V to the Act or any statutory modification(s) or re-enactment(s) thereof.

Except Shri M. Sundar and his relatives, none of the Directors and 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. 1 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the members.

**By Order of the Board of Directors**

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

Date: March 18, 2019

Place: Mumbai

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

Tel: 022 22785500

Fax: 022 22785560

**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* |  |
|--------|--|

|           |  |
|-----------|--|
| Folio No. |  |
|-----------|--|

|            |  |
|------------|--|
| Client ID* |  |
|------------|--|

|               |  |
|---------------|--|
| No. of Shares |  |
|---------------|--|

NAME AND ADDRESS OF THE MEMBER

I hereby record my presence at the **EXTRAORDINARY GENERAL MEETING OF THE MEMBERS** of the Company held on Thursday, April 11, 2019 at 12.00 noon at 5<sup>th</sup> Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021.

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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Jamnagar – 361 140, Gujarat

Website: www.sptl.co.in; Tel: 0091 22 22785500; Fax: 0091 22 22785560

|                         |  |
|-------------------------|--|
| 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 **EXTRAORDINARY GENERAL MEETING OF THE MEMBERS** of the Company, to be held on Thursday, April 11, 2019 at 12:00 noon at 5<sup>th</sup> Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021 and at any adjournment thereof in respect of such resolutions as are indicated below:

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

| Resolution   | For | Against |
|--|-----|---------|
| 1. To appoint Shri M Sundar as Manager of the Company for a period from April 1, 2019 to March 31, 2020. |     |         |

\* Applicable for investors holding shares in electronic form.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

\_\_\_\_\_  
Signature of  
member

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of first proxy  
holder

\_\_\_\_\_  
Signature of second proxy  
holder

\_\_\_\_\_  
Signature of third proxy  
holder

Notes:

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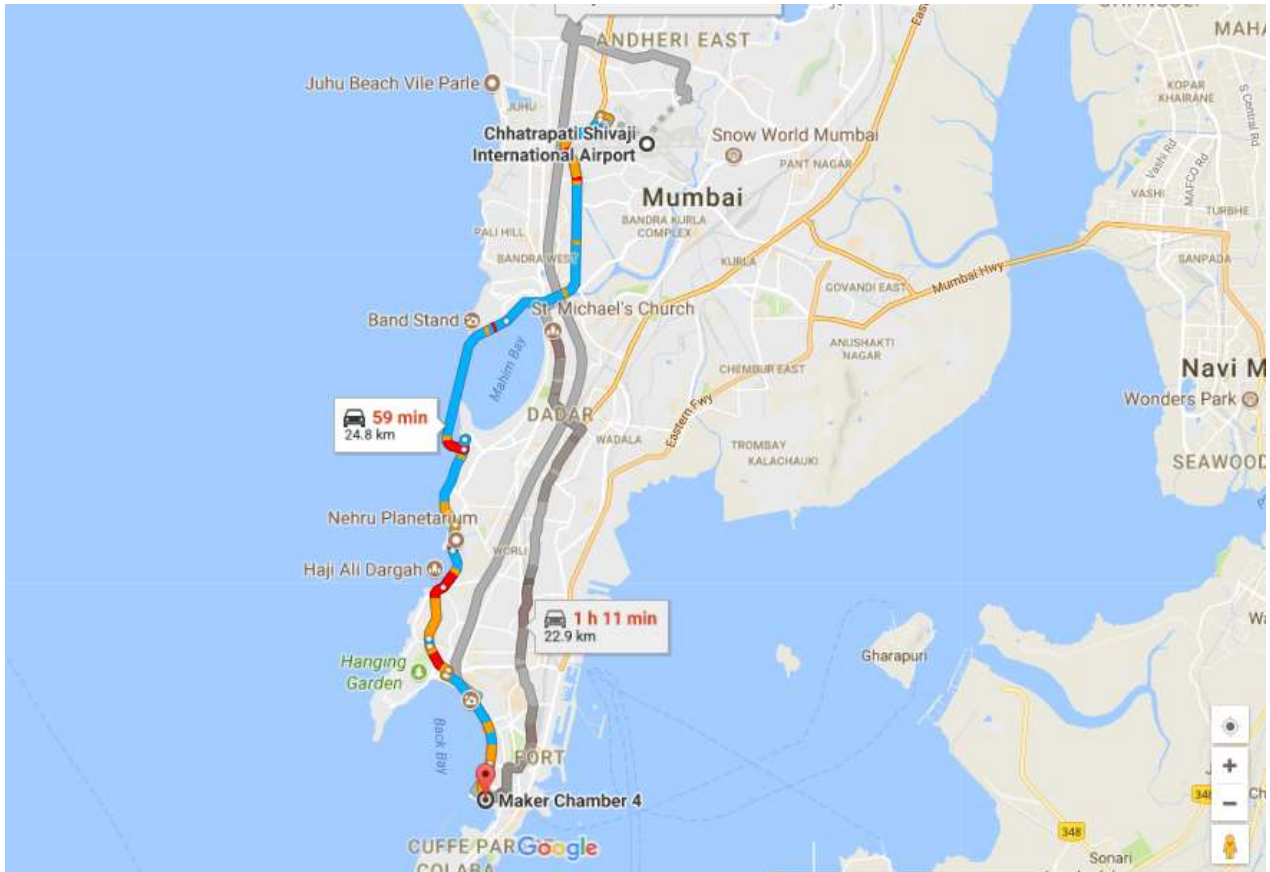
1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.**
2. **A proxy need not be a member of the Company and shall prove his identity at the time of attending 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 resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the resolution, 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 joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
7. This form of proxy shall be signed by the appointer or his 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 completed 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. Undated proxy form will not be considered valid.
10. 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.

# Sikka Ports & Terminals Limited

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## Route Map to Meeting venue



### EGM VENUE ADDRESS:

5<sup>th</sup> Floor, Maker Chambers IV,  
222, Nariman Point,  
Mumbai 400021.

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