

Sikka Ports & 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 at shorter notice on Thursday, February 18, 2021, at 4:00 p.m. at Meeting Room No.1, 2nd 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), approval of the members be and is hereby accorded to appoint Shri M Sundar (PAN: AEAPS4405D) (who satisfies the conditions set out in the Act for being eligible for appointment as Manager) as Manager of the Company with effect from January 22, 2021 to hold office for a period up to December 31, 2022 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 include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit, 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 acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. To alter the Object Clause of the Memorandum of Association and in this regard, to consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force) and subject to the approval of any statutory or regulatory authorities as may be required, the Main Objects Clause - Clause III(A) of the Memorandum of Association of the Company be and is hereby altered by inserting the following sub-clauses 3a, 3b and 3c after sub-clause 2 in Clause III(A) of the Memorandum of Association of the Company:

- 3a. To establish, maintain, operate and provide safe, efficient and properly coordinated non-scheduled air transport services and lines of aerial conveyance and to carry on the business of air transport including the

Corporate Office:- 3rd Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021;
Tel:- 0091 22 3555 5500, Fax:- 0091 22 3555 5560 Email:- company.secretary@sptl.co.in Website:- www.sptl.co.in

Sikka Ports & Terminals Limited

CIN: U45102GJ1997PLC031906

business of chartering aircrafts, helicopters and other air vehicles in non-scheduled / unscheduled manner and to provide all kinds of domestic and international services for the carriage of passengers, baggage, mail, cargo and merchandise of every kind and description whether as principals, agents or otherwise on national and international routes.

- 3b. To acquire, purchase, take on lease and/or hire or otherwise acquire, own, employ, maintain, work, manage, control, let on hire, charter, lease, demise all forms of aerial conveyance, aeronautical equipments, support equipments, vehicles and other tangible and intangible assets including licenses and rights for the activities of transporting or carrying passengers, baggage, mail, cargo and merchandise of every kind and description.
- 3c. To carry on integrated activities for maintenance and ground handling of all types of aeronautical equipments, aircrafts, helicopters, other air vehicles, support equipments and other assets and to carry on the activities connected therewith including aircraft operations, maintenance and overhaul of airframe, components, accessories, engine and avionics and also training of maintenance, operations, cabin crew and ground staff as well as ground handling of aircraft, helicopters, other air vehicles, support equipments etc.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By Order of the Board of Directors

Sd/-

V. Mohana

Company Secretary

ICSI Membership No. F4882

Place: Bangalore

Date: February 13, 2021

Registered Office:

Admin Building,

MTF Area, Village Sikka,

Taluka & District Jamnagar- 361 140,

Gujarat

CIN: U45102GJ1997PLC031906

Website: www.sptl.co.in

Email: company.secretary@sptl.co.in

Tel: 0091 22 3555 5500

Fax: 0091 22 3555 5560

Sikka Ports & Terminals Limited

CIN: U45102GJ1997PLC031906

Notes:

1. 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 48 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.

2. The Company has received consent from all the members of the Company to send the Notice of this Meeting at a shorter notice.
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 and attendance slip(s).
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. A Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts is annexed hereto.
8. The Company's Debenture Trustees are:

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

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

E-mail: debenturetrustee@axistrustee.com.

Sikka Ports & 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

The Board of Directors of the Company (“the Board”), at its meeting held on January 22, 2021 has, subject to approval of members, appointed Shri M Sundar (PAN: AEAPS4405D) as Manager with effect from January 22, 2021 to hold office for a period up to December 31, 2022, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee (“NRC”) of the Board.

Members’ approval is sought for the appointment of and remuneration payable to Shri M Sundar as a Manager, in terms of the applicable provisions of the Companies Act, 2013 (“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.

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.

Sikka Ports & Terminals Limited

CIN: U45102GJ1997PLC031906

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 shall 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 Schedule V to 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.

Shri M Sundar satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment.

Details of Shri M Sundar seeking appointment as Manager at the meeting, pursuant to the provisions of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided hereinbelow:

Age	65 years
Qualifications	B. Com, ACA
Experience	Shri M Sundar is a Chartered Accountant having over 30 years experience in Accounts, Finance, Taxation and Commerce.

Sikka Ports & Terminals Limited

CIN: U45102GJ1997PLC031906

Terms and Conditions of appointment	As per the resolution set out at Item No. 1 of the Notice convening this Meeting read with explanatory statement thereto, Shri M Sundar is proposed to be appointed as a Manager
Remuneration last drawn (FY 2019-20)	0.72 crore
Remuneration proposed to be paid	As per the resolution set out at Item No. 1 of the Notice convening this Meeting read with explanatory statement thereto.
Date of first appointment in the Company as a Manager	April 1, 2019
Shareholding in the Company	Nil
Relationship with Directors / Key Managerial Personnel	Shri M Sundar is not related to any Director / Key Managerial Personnel of the Company
Number of meetings of the Board attended during the financial year (2019-20)	Not applicable
Directorships of other Boards as on December 31, 2020	<ul style="list-style-type: none">• Suprita Commercials Private Limited• Pinakin Commercials Private Limited• Pushkara Commercials Private Limited• Elakshi Commercials Private Limited• Antilia Commercial Private Limited• Futura Commercials Private Limited• Neutron Enterprises Private Limited• Tatanka Properties Private Limited• Jio Internet Distribution Holdings Private Limited• Jio Television Distribution Holdings Private Limited• Jio Cable and Broadband Holdings Private Limited• Westward Realty Private Limited

Corporate Office:- 3rd Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021;
Tel:- 0091 22 3555 5500, Fax:- 0091 22 3555 5560 Email:- company.secretary@sptl.co.in Website:- www.sptl.co.in

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

Sikka Ports & Terminals Limited

CIN: U45102GJ1997PLC031906

Membership / Chairmanship of Committees of other Boards as on December 31, 2020	<p>Corporate Social Responsibility Committee – Chairman Jio Cable and Broadband Holdings Private Limited Jio Television Distribution Holdings Private Limited</p> <p>Corporate Social Responsibility Committee – Member Jio Internet Distribution Holdings Private Limited Futura Commercials Private Limited Neutron Enterprises Private Limited</p>
---	---

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.

Save and 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.

Item No. 2

The Board of Directors of the Company have approved to undertake new business activity viz. operating non-scheduled air transport services and related activities in addition to its existing business activities. Accordingly, the Board of Directors of the Company at its meeting held on February 13, 2021 had approved alteration to the Main Objects Clause of the Memorandum of Association (MOA) of the Company by inserting new sub-clauses 3a, 3b and 3c after sub-clause 2 of Clause III(A) of the Memorandum of Association of the Company as detailed in the resolution at Item No. 2 of the Notice.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, the proposed changes to the Main Object Clause of the Memorandum of Association of the Company, require prior approval of the shareholders through Special Resolution.

A copy of the proposed Memorandum of Association of the Company would be available for inspection by the Members at the Registered Office of the Company during business hours till the date of the Extraordinary General Meeting and would also be available for inspection at the Extraordinary General Meeting.

Sikka Ports & Terminals Limited

CIN: U45102GJ1997PLC031906

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. 2 of the Notice.

The Board commends the Special Resolution set out at Item No. 2 of the Notice for approval by the members.

By Order of the Board of Directors

Sd/-

V. Mohana

Company Secretary

ICSI Membership No. F4882

Place: Bangalore

Date: February 13, 2021

Registered Office:

Admin Building,

MTF Area, Village Sikka,

Taluka & District Jamnagar- 361 140,

Gujarat

CIN: U45102GJ1997PLC031906

Website: www.sptl.co.in

Email: company.secretary@sptl.co.in

Tel: 0091 22 3555 5500

Fax: 0091 22 3555 5560

ATTENDANCE SLIP

SIKKA PORTS & 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, February 18, 2021 at 4:00 p.m. at Meeting Room No.1, 2nd 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

CIN: U45102GJ1997PLC031906

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

Website: www.sptl.co.in; Tel: 0091 22 35555500; Fax: 0091 22 35555560

Name of the Member(s) :	
Registered address:	
E-mail ID:	
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 at a shorter notice on Thursday, February 18, 2021 at 4:00 p.m. at Meeting Room No.1, 2nd 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:

Resolutions	For	Against
1. To appoint Shri M Sundar as Manager of the Company and approve the terms of remuneration payable to Shri M. Sundar with effect from January 22, 2021 to December 31, 2022		
2. To alter the Main Objects Clause of the Memorandum of Association of the Company		

Signed this _____ day of _____ 2021

Signature of
Member

Affix
Revenue
Stamp

Signature of first proxy
holder

Signature of second proxy
holder

Signature of third proxy
holder

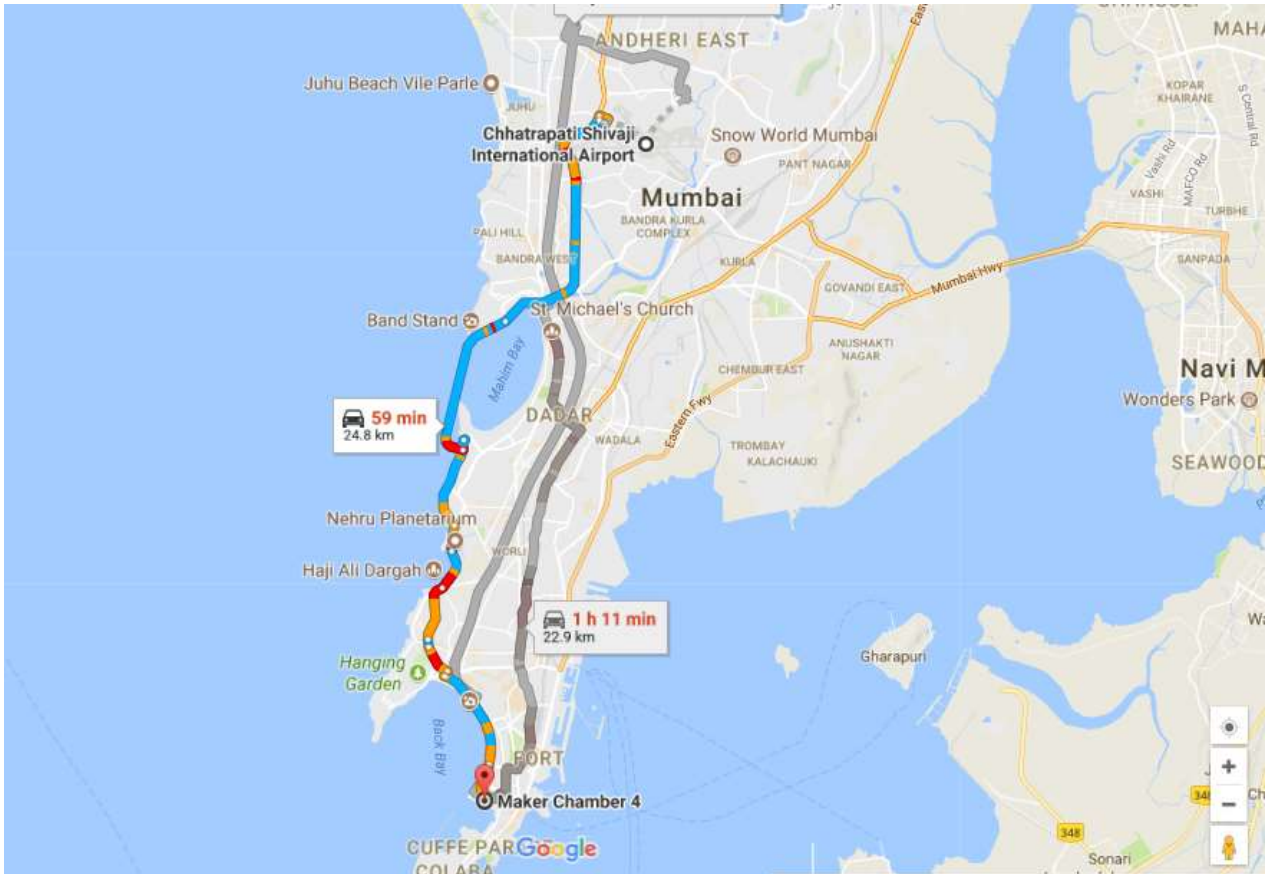
Notes:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company 48 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

CIN: U45102GJ1997PLC031906

Route Map to Meeting venue



EGM VENUE ADDRESS:

2nd Floor, Maker Chambers IV,
222, Nariman Point,
Mumbai 400021.

Corporate Office:- 3rd Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021;
Tel:- 0091 22 3555 5500, Fax:- 0091 22 3555 5560 Email:- company.secretary@sptl.co.in Website:- www.sptl.co.in

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