

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 Monday, June 24, 2019 at 12:30 p.m. at 5th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021, to transact the following business:

Special Business

1. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT in supersession of the resolution passed at the Extraordinary General Meeting of the members of the Company held on June 25, 2014 and pursuant to the provisions of Section 180(1)(c) 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 as may be enacted from time to time) and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board"), to borrow any sum(s) of money from time to time, at its discretion, for the purpose of the business of the Company, which together with the monies already borrowed and remaining outstanding (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed at any point of time, the aggregate of its paid-up share capital, free reserves and securities premium by a sum not exceeding Rs. 40,000 crore (Rupees Forty Thousand Crore Only), outstanding at any point of time;

RESOLVED FURTHER THAT the Board, be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit."

2. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT in supersession of the resolution passed at the Extraordinary General Meeting of the members of the Company held on June 25, 2014 and pursuant to the provisions of Section 180(1)(a) 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 as may be enacted from time to time), the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board") to mortgage and/or charge, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, all or any of the receivables and/or moveable and/or immoveable properties and/or other assets of the

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

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

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Company, both present and future comprising the whole or substantially the whole of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings of the Company by way of loans (in indian currency and/or foreign currency) and securities (comprising fully/partly Convertible Debentures and/or Non-Convertible Debentures with or without detachable or non-detachable Warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued/to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s)/Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s)/Debenture Trust Deed(s)/Security document(s) or any other document(s)/agreement(s), entered into/to be entered into between the Company and the Lender(s), Agent(s) and Trustee(s), in respect of the said loans/borrowings/ debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s), Agent(s) and Trustee(s);

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents/ deeds/writings/papers/agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid.”

3. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 185 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 as may be enacted from time to time), consent of the members of the Company be and is hereby accorded to the Board of Directors / Finance Committee of the Board of Directors of the Company, to provide loan(s) to Jio Digital Fibre Private Limited, for a sum not exceeding Rs.15000 crore (Rupees Fifteen Thousand Crore only), outstanding at any point of time, in one or more tranches, on such terms and conditions as the Board of Directors may deem fit;

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RESOLVED FURTHER THAT the Board of Directors of the Company 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 and for matters connected therewith or incidental thereto.”

By Order of the Board of Directors

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

Date: May 29, 2019

Place: Mumbai

Registered Office:

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

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 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.

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 Mantralaya.
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.

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4. 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.
5. 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.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts is annexed hereto.
7. 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.

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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 members of the Company at the Extraordinary General Meeting held on June 25, 2014 had passed a special resolution authorizing the Board of Directors of the Company to borrow monies, from time to time, upto Rs. 20,000 crore in excess of the aggregate of the paid-up share capital and free reserves of the Company in terms of Section 180(1)(c) of the Companies Act, 2013 (the "Act").

Keeping in view, the Company's existing and future financial requirements for its business operations, the Board had at its meeting held on May 29, 2019, approved a proposal for seeking members approval by way of a special resolution under Section 180(1)(c) of the Act, for increase in the borrowing limit from Rs. 20,000 crore (Rupees Twenty Thousand crore) to Rs. 40,000 crore (Rupees Forty Thousand crore) in excess of the aggregate of paid-up share capital, free reserves and securities premium of the Company.

None of the Directors / Manager / other 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 Special Resolution set out at Item No. 1 of the Notice for approval by the members.

Item No. 2

The members of the Company at the Extraordinary General Meeting held on June 25, 2014 had passed a special resolution authorizing the Board of Directors of the Company to mortgage and/or charge all or any of the receivables, moveable and/or immovable properties of the Company, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013 (the "Act").

The approval of the members is being sought at Item No. 1 of the Notice pursuant to Section 180(1)(c) of the Act, to increase the borrowing limit upto Rs. 40,000 crore in excess of the aggregate of paid-up share capital, free reserves and securities premium of the Company. The said borrowings of the Company may be required to be secured by suitable mortgages/charges on all or any of the immovable properties and/or moveable properties and/or other assets of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

The said mortgage/charge in favour of the Lender(s), Agents(s) and/or Trustee(s) with the power to take over the management of the business, may be regarded as disposal of the Company's whole or substantially the whole of the undertaking(s) within the meaning of Section 180(1)(a) of the Act and the Board had at its meeting

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held on May 29, 2019, approved a proposal for seeking members approval by way of a special resolution under Section 180(1)(a) of the Act, for securing the borrowings of the Company from time to time, subject to the limits approved under Section 180(1)(c) of the Act.

None of the Directors / Manager / other 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.

Item No. 3

The members may note that the Company proposes to provide loan(s) to Jio Digital Fibre Private Limited ("JDFPL") to utilize for its principal business activities.

JDFPL is a private company incorporated under the Companies Act, 2013 having its registered office at 101, Saffron, Nr. Centre Point, Panchwati 5 Rasta, Ambawadi, Ahmedabad 380006, Gujarat. JDFPL is engaged in the business of setting up, operating and managing the optical fibre cable undertaking.

In terms of the provisions of Section 185 of the Companies Act, 2013, a company shall not except with the consent of the members of the Company by way of a special resolution, advance any loan to any person in whom any of the director of the Company is interested.

Shri K.R. Raja, Director (DIN: 00006673) of the Company is also a Director on the Board of JDFPL.

Accordingly, approval of the members of the Company is being sought at Item No. 3 of the Notice pursuant to Section 185(2)(a) of the Companies Act, 2013, to provide loan(s) to JDFPL, not exceeding Rs.15000 crore (Rupees Fifteen Thousand Crore only), outstanding at any point of time, in one or more tranches, on such terms and conditions as the Board of Directors may deem fit;

Draft loan agreement containing the terms and conditions of the loan will be placed before the meeting for consideration of the members.

Except Shri K. R. Raja, Director of the Company, none of the other Directors / Manager / other 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. 3 of the Notice.

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The Board commends the Special Resolution set out at Item No. 3 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: May 29, 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
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Regd. Office: Admin Building, MTF Area, Village Sikka, Taluka & District Jamnagar –
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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 **EXTRAORDINARY GENERAL MEETING OF THE MEMBERS** of the Company held on Monday, June 24, 2019 at 12:30 p.m. at 5th 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)

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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 Monday, June 24, 2019 at 12:30 p.m. at 5th 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. Approval to increase borrowing powers in terms of Section 180(1)(c) of the Companies Act, 2013.		
2. Approval to create mortgages / charges in terms of Section 180(1)(a) of the Companies Act, 2013.		
3. Approval for providing loan(s) to Jio Digital Fibre Private Limited in terms of Section 185 of the Companies Act, 2013.		

* 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:

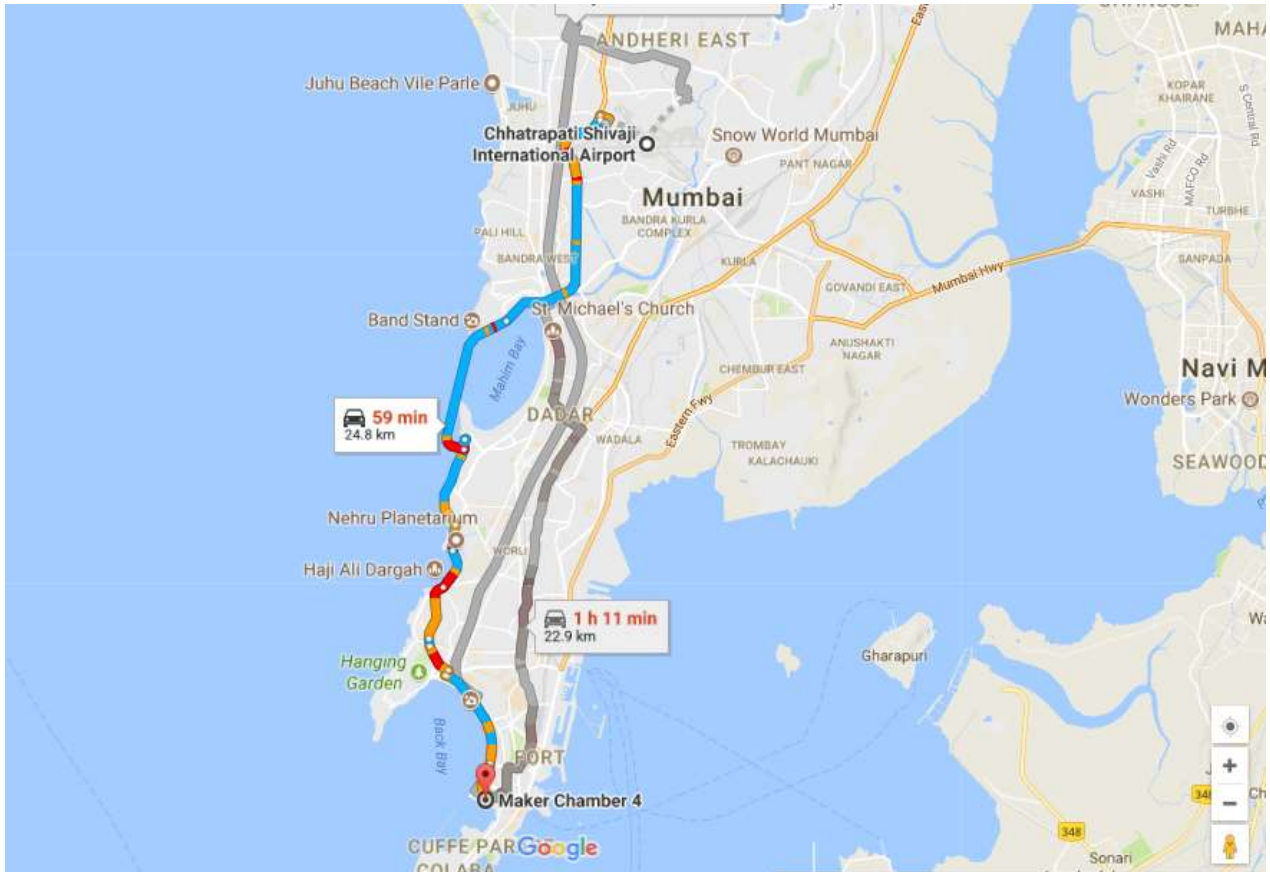
1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.**
2. **A proxy need not be a member of the Company and shall prove his identity at the time of attending 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.

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Route Map to Meeting venue



EGM VENUE ADDRESS:

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