

Sikka Ports & Terminals Limited

CIN: U45102GJ1997PLCo31906

Notice

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Members of Sikka Ports & Terminals Limited will be held on **Wednesday, September 8, 2021 at 12:00 noon IST** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), 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, 2021 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, 2021 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**:

- a. “RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, 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, 2021 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To appoint Shri Y. B. Prasad, who retires by rotation as a Director 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 Section 152 and other applicable provisions of the Companies Act, 2013, Shri Y. B. Prasad (DIN: 06526111), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

Special Business

3. To appoint Shri Sanjeev Dandekar as a Director, liable to retire by rotation 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 pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), Shri Sanjeev Dandekar (DIN: 00022797), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under

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

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Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors 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.”

By Order of the Board of Directors

Sd/-

V. Mohana

Company Secretary

ICSI Membership No.: F4882

Place: Bengaluru

Date : August 17, 2021

Registered Office:

Admin Building, MTF Area, Village Sikka,

Taluka & District Jamnagar – 361140,

Gujarat

CIN: U45102GJ1997PLC031906

Website: www.sptl.co.in

Email: company.secretary@sptl.co.in

Tel: 022 35555500

Fax: 022 35555560

Notes:

1. Considering the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”), has vide its circular dated January 13, 2021 read together with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM”/“Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“the Act”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. Detailed instructions to attend, participate and vote at the meeting through VC are attached as **Annexures 1 and 2**.
2. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto.
3. Generally, a member entitled to attend and vote at 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. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members

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has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.

4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. In terms of the provisions of Section 152 of the Act, Shri Y. B. Prasad (DIN: 06526111), Director, retires by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment.

Details of Shri Y. B. Prasad pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India are provided hereinbelow:

Shri Y. B. Prasad	
Age	63 years
Qualification	B.Tech (Chemical) from Osmania University, Andhra Pradesh
Experience	Shri Y. B. Prasad has a rich experience of over 36 years in various aspects of Refinery Operations – Commissioning of Refinery Units.
Terms and conditions of re-appointment	In terms of Section 152(6) of the Act, Shri Y. B. Prasad, who was re-appointed as a Director at the Annual General Meeting held on September 27, 2019, is liable to retire by rotation .
Remuneration last drawn in the Company	Fees of Rs. 70,000/- for attending the meetings of the Board of Directors and Committees of the Board of Directors of the Company.
Remuneration sought to be paid	Fees for attending meetings of the Board of Directors and Committees of the Board of Directors of the Company
Date of first appointment on the Board	15.03.2013
Shareholding in the Company as on March 31, 2021	Nil

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Relationship with other Directors/ Manager / other Key Managerial Personnel of the Company	Nil
Number of meetings of the Board attended during the FY 2020-21	7 (Seven)
Directorships of other Boards as on March 31, 2021	Nil
Membership / Chairmanship of Committees of the other Boards as on March 31, 2021	Nil

6. Shri Y. B. Prasad is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his re-appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives / relatives of Shri Y. B. Prasad are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out under Item No. 2 of the Notice.
7. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions set out under Item Nos. 1a and 1b of the Notice.
8. **Dispatch of Annual Report through Electronic Mode:**

In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.sptl.co.in
9. Corporate members intending to authorise their representative(s) to attend the Meeting are requested to send to the Company vide an email at the designated email address provided in Annexure 1, a certified true copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting before the commencement of the meeting.
10. Members / Representatives attending the Meeting through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013.

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11. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the Meeting.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice upto the date of the Meeting. Members seeking to inspect through e-mode are required to notify the Company Secretary on or before September 1, 2021 through email at company.secretary@sptl.co.in.

12. Members seeking any information with regard to the documents referred to in the Notice or any matter to be placed at the Meeting, are requested to write to the Company on or before September 1, 2021 by sending email at company.secretary@sptl.co.in. The same will be replied by the Company suitably.

13. 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.

14. 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- 400 028 Tel : 022-6230 0451; and email: 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. 3

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act, and the Articles of Association of the Company, Shri Sanjeev Dandekar (DIN: 00022797) as an Additional Director of the Company with effect from October 20, 2020.

In terms of the provisions of Section 161(1) of the Act, Shri Sanjeev Dandekar would hold office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Shri Sanjeev Dandekar for the office of Director of the Company.

Shri Sanjeev Dandekar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Given his experience and background, it will be in the interest of the Company that Shri Sanjeev Dandekar is appointed as a Director of the Company.

Accordingly, it is proposed to appoint Shri Sanjeev Dandekar as a Director of the Company, liable to retire by rotation.

Details of Shri Sanjeev Dandekar, as required to be provided pursuant to the provisions of Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided hereinbelow:

Age	59 years
Qualifications	ACA, AICWA
Experience	Shri Dandekar has over 35 years of experience of working with various professional firms and private sector organisations, these include M/s. A.F. Ferguson & Co., Chartered Accountants, VIP Industries Limited (manufacturing site), Times Guarantee Financials Ltd. & Reliance Capital Ltd. – both registered NBFCs.
Terms and Conditions of appointment	As per the resolution set out at Item No. 3 of the Notice convening this Meeting read with explanatory statement thereto, Shri Sanjeev Dandekar is proposed to be appointed as a Director, liable to retire by rotation

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Remuneration last drawn (FY 2020-21)	Fees of Rs. 50,000/- for attending the meetings of the Board of Directors and Committees of the Board of Directors of the Company.
Remuneration proposed to be paid	Fees for attending meetings of the Board of Directors and Committees of the Board of Directors of the Company
Date of first appointment on the Board	October 20, 2020
Shareholding in the Company as on March 31, 2021	1 (One) equity share of Re. 1/- each held jointly with Reliance Industries Holding Private Limited (RIHPL)
Relationship with Directors / Key Managerial Personnel	Shri Sanjeev Dandekar is not related to any Director / Key Managerial Personnel of the Company
Number of meetings of the Board attended during the financial year (2020-21)	5 (Five)
Directorships of other Boards as on March 31, 2021	<ul style="list-style-type: none">• Kalratri Properties Private Limited• Futura Commercials Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2021	Futura Commercials Private Limited - Corporate Social Responsibility Committee-Member

Save and except Shri Sanjeev Dandekar, none of the other Directors and Key Managerial Personnel of the Company / their relatives / relatives of Shri Sanjeev Dandekar are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board commends the Ordinary 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

Place: Bengaluru

Date: August 16, 2021

Registered Office:

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Annexure 1

Members are requested to note the following in accordance with the MCA circulars:

1. The meeting through video-conference would be conducted through “Jio Meet” which enables two-way audio and video conference. Members are requested to join the meeting using the following link:

Click <https://jiomeetpro.jio.com/shortener?meetingId=0053788685&pwd=dNN34> or enter below Meeting ID to join meeting by entering the Password.

Meeting ID: 005 378 8685

Password: dNN34

Detailed instructions on installing Jio meet is attached as Annexure 2.

2. The link to join the meeting shall be active from 11:45 a.m. onwards on the day of the meeting.
3. E-mail address of the Company Secretary of the Company, Ms. V. Mohana i.e. company.secretary@sptl.co.in is designated for correspondence / voting and all other purposes related to the meeting.
4. In the event of demand for poll at the meeting, members shall send their votes by emails from their email addresses which are registered with the company and shall only be sent to the designated email mentioned in point no. 3 above.
5. For any assistance before or during the meeting, members may contact the Company Secretary on +91-7977098168.

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Annexure 2

The instructions for participating in the meeting through VC:

1. Members would have received an email from the Company to participate in the Meeting through VC on your email address registered with the Company.
2. In case you already have JioMeet installed on your Laptop / Computer / iPad / Mobile Phone, click on meeting link. You will connect to the meeting by entering the password (5 digits alphanumerical – case sensitive). Alternatively, you may open JioMeet, click on “Join a Meeting” option on JioMeet. Mention meeting code (10 digit numerical number) and meeting password (5 digit alphanumerical – case sensitive)
3. In case you do not have JioMeet installed on your Laptop / Computer / iPad / Mobile Phone, please follow the below given procedure.

Option 1

For installing JioMeet App on your **iPad / apple devices / iPad / Android devices**:

Click on meeting link from the email invitation/calendar events



System will prompt you to download JioMeet App from respective App store / Play store



Download and Install JioMeet. You may signup using your Indian Mobile number for OTP based login or Email address & then sign in. Signup is optional. You may also join the Meeting without login.



Once installed, click on invitation once again on meeting link from the email invitation/calendar events you will be prompted to start JioMeet App.



State your name & mention meeting code (10-digit numerical number) & meeting password (5 digits alphanumerical – case sensitive)



Click on “**Join meeting**” option

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You will join the Meeting. Make sure you start your camera, and the microphone may be kept on “Mute” when not speaking.

Option 2

For participating through **Windows / Apple powered Laptops / Computer devices:**

Open the <https://jiomeet.jio.com> using **Google Chrome** browser



Simply click on “**Join A Meeting**” option from the website top panel.



A new Browser window would open. Mention meeting code (10 digits numerical number) & meeting password (5 digits alphanumerical – case sensitive)



You will enter the Meeting. Make sure you permit to start your camera, and the microphone may be kept on “Mute” when not speaking.