

Sikka Ports & Terminals Limited

CIN: U45102GJ1997PLC031906

Notice

Notice is hereby given that the Extraordinary General Meeting of the members of Sikka Ports & Terminals Limited will be held at a shorter notice on Friday, November 13, 2020 at 4:00 p.m. at Meeting Room No.1, 2nd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021, to transact the following business:

Special Business

1. To approve issue of 94,00,000 9% Cumulative Redeemable Preference Shares – Series III (CRPS) of Rs. 10/- each for cash, at par, aggregating to Rs. 9,40,00,000/- (Rupees Nine Crore Forty Lakh only) in one or more tranche(s), to the existing holders of equity shares of the Company on Rights Basis 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 pursuant to the provisions of Sections 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force and subject to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company to offer and issue 94,00,000 9% Cumulative Redeemable Preference Shares – Series III (CRPS) of Rs. 10/- each for cash, at par, aggregating to Rs. 9,40,00,000/- (Rupees Nine Crore Forty Lakh only) in one or more tranche(s), to the existing holders of equity shares of the Company on Rights Basis, on the terms and conditions given below:

Issue price: CRPS of face value of Rs. 10/- each will be issued at par

Rate of Dividend: Dividend rate will be 9% p.a. (on the face value) which will remain fixed over the tenure of the CRPS

Cumulative: The CRPS will carry cumulative dividend right

Tenure and Conversion / Redemption Terms: Each CRPS shall be redeemed at Rs. 10/- (Rs. Ten) each at any time, at the option of the Company, but not later than October 14, 2025. The redemption shall be made in accordance with the applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company. CRPS shall not be converted into equity shares

Priority with respect to payment of dividend or repayment of capital vis-à-vis equity shares: The CRPS will carry a preferential right vis-à-vis equity shares of the Company with respect to the payment of dividend and repayment of capital during winding up.

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Participation in surplus funds / surplus assets and profits: The CRPS shall be non-participating in the surplus funds / surplus assets and profits, on winding up which may remain after the entire capital has been repaid.

Voting rights: The CRPS shall carry voting rights as prescribed under the provisions of the Companies Act, 2013.

Terms of Payment: Issue price of Rs. 10/- (Rs. Ten) payable on application

Variation in Terms of CRPS: Any variation in the terms of CRPS after allotment thereof will be made in accordance with applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as it may deem 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: Bangalore
Date: November 12, 2020

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

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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 Corporate Office of the Company 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.

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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1:

The Board of Directors at its meeting held on November 12, 2020, has approved the offer and issue of 94,00,000 9% Cumulative Redeemable Preference Shares – Series III (CRPS) of Rs. 10/- each, for cash, at par, aggregating to Rs. 9,40,00,000 (Rupees Nine Crore Forty Lakh only), in one or more tranche(s) on a Rights Basis to the equity shareholders of the Company.

Section 55 of the Act read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 framed thereunder, *inter-alia*, requires a company to obtain the approval of the members, by way of a Special Resolution for issuance of preference shares.

Accordingly, the approval of the members is being sought, by way of a Special Resolution, to offer and issue, in one or more tranche(s), CRPS on Rights Basis.

Disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of the CRPS, are as under:

(a)	the size of the issue and number of preference shares to be issued and nominal value of each share	Upto 94,00,000, 9% Cumulative Redeemable Preference Shares - Series III ('CRPS') of Rs. 10/- each for cash, at par, aggregating upto Rs. 9,40,00,000 (Rupees Nine Crore Forty Lakh only) in one or more tranche(s)
(b)	the nature of such shares	Cumulative, Non-participating, Redeemable, Non-Convertible Preference Shares
(c)	the objectives of the issue	The object of the issue is to redeem existing redeemable preference shares of the Company.
(d)	the manner of issue of shares	Offer on Rights Basis
(e)	the price at which such shares are proposed to be issued	The CRPS of face value of Rs. 10/- each will be issued at par.
(f)	the basis on which the price has been arrived at	Not Applicable, since the issue is at par

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(g)	the terms of issue, including terms and rate of dividend on each share, etc.	Dividend rate will be 9% p.a. (on the face value) which will remain fixed over the tenure of the CRPS.						
(h)	the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	Each CRPS shall be redeemed at Rs. 10/- (Rs. Ten) each at any time, at the option of the Company, but not later than October 14, 2025. The redemption shall be made in accordance with the applicable provisions of the Act and the Articles of Association of the Company.						
(i)	the manner and modes of redemption	Each CRPS shall be redeemed at Rs. 10/- (Rs. Ten) each at any time, at the option of the Company, but not later than October 14, 2025. The redemption shall be made in accordance with the applicable provisions of the Act and the Articles of Association of the Company.						
(j)	the current shareholding pattern of the Company	Shareholding Pattern of the Company as on September 30, 2020: <table border="1"><thead><tr><th>Category</th><th>% to Equity Share Capital</th></tr></thead><tbody><tr><td>Holding Company</td><td>100</td></tr><tr><td></td><td></td></tr></tbody></table>	Category	% to Equity Share Capital	Holding Company	100		
Category	% to Equity Share Capital							
Holding Company	100							
(k)	the expected dilution in equity share capital upon conversion of preference shares	Not Applicable						

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution, set out at Item No. 1 of the Notice.

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The Board commends the Special 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)

Place: Bangalore

Date: November 12, 2020

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
Website: www.sptl.co.in; Email: company.secretary@sptl.co.in
Tel: 0091 22 3555 5500; Fax: 0091 22 3555 5560

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 / Client ID	
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Number 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 Friday, November 13, 2020 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*

*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:	
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 Friday, November 13, 2020 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. Approval for issue of upto 94,00,000 9% Cumulative Redeemable Preference Shares – Series III (CRPS) of Rs. 10/- each for cash, at par, aggregating to Rs. 9,40,00,000/- (Rupees Nine Crore Forty Lakh only) in one or more tranche(s), to the existing holders of equity shares of the Company on Rights Basis		

* Applicable for investors holding shares in electronic form.

Signed this _____ day of _____ 2020

Signature of
Member

Affix
Revenue
Stamp

Signature of first proxy
holder

Signature of second proxy
holder

Signature of third proxy
holder

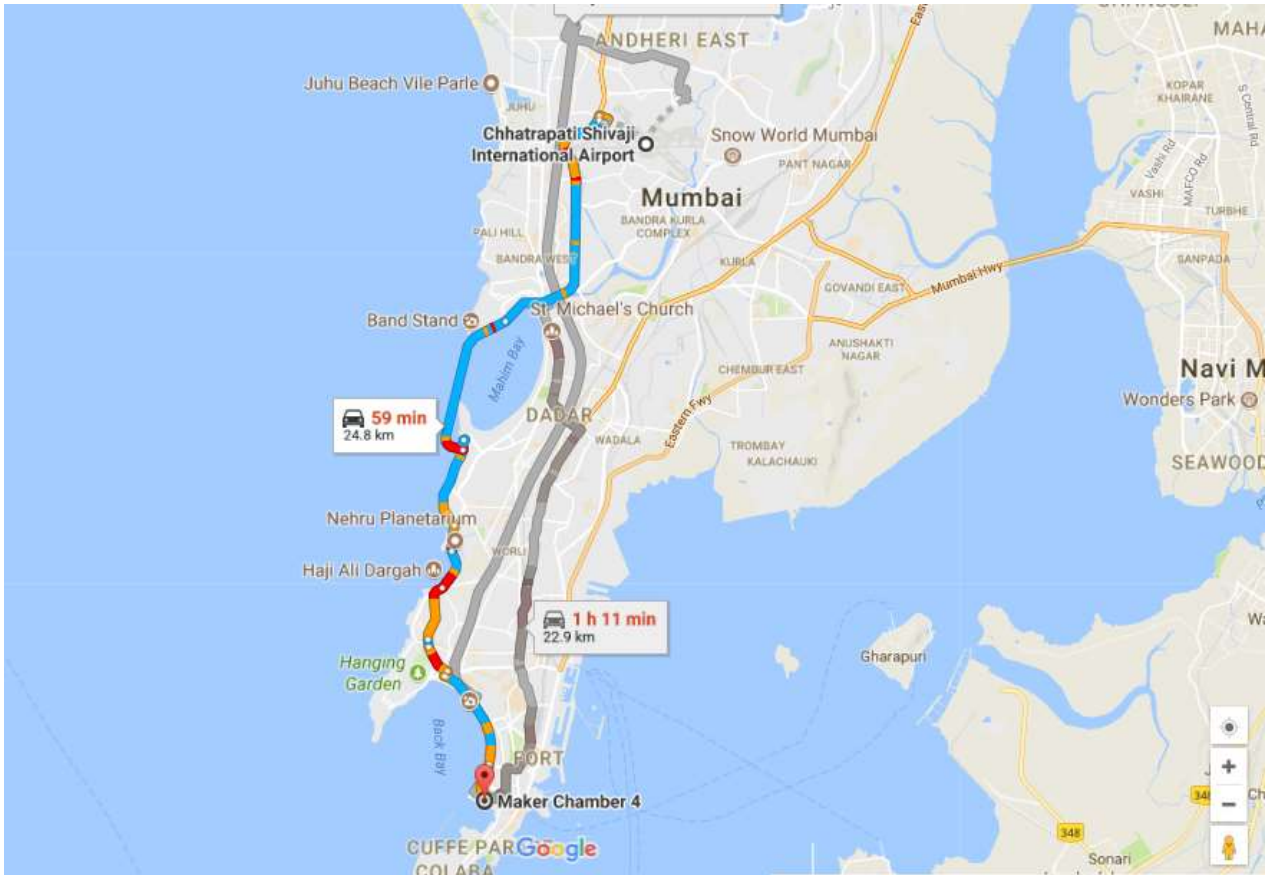
Notes:

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

Meeting Room No.1, 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