

# Sikka Ports & Terminals Limited

CIN: U45102GJ1997PLC031906

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## Notice

Notice is hereby given that the Extraordinary General Meeting of the members of Sikka Ports & Terminals Limited will be held on Monday, April 24, 2023 at 3:00 p.m. (IST) at Meeting Room No. 1, First Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021, to transact the following business:

### Special Business

1. To appoint Shri Venkataramanan Devarajan (DIN: 07749448) as an Independent Director 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 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (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), Shri Venkataramanan Devarajan (DIN: 07749448), who was appointed as an Additional Director, to hold office as an Independent 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 Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director holding office as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years on the Board of the Company effective from March 31, 2023 and his appointment as Independent Director with effect from the foregoing date be and is hereby approved;

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.”

2. To appoint Shri Kozhumam Chandrasekar Ganesh (DIN:09390886) as an Independent Director 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 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (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), Shri Kozhumam Chandrasekar Ganesh (DIN:09390886), who was appointed as an Additional Director, to hold office

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Corporate Office:- 1<sup>st</sup> Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021;  
Tel:- 0091 22 3555 7100, Fax:- 0091 22 3555 5560 Email:- [company.secretary@sptl.co.in](mailto:company.secretary@sptl.co.in) Website:- [www.sptl.co.in](http://www.sptl.co.in)

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

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as an Independent 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 Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director holding office as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years on the Board of the Company effective from March 31, 2023 and his appointment as Independent Director with effect from the foregoing date be and is hereby approved;

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/-

**Forum Sheth**  
**Company Secretary and Compliance Officer**  
**ICSI Membership No. A22619**

Place: Mumbai

Date: March 31, 2023

Registered Office:

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

CIN: U45102GJ1997PLC031906

Website: [www.sptl.co.in](http://www.sptl.co.in)

Email: [company.secretary@sptl.co.in](mailto:company.secretary@sptl.co.in)

Tel.: +91 22 3555 7100

Fax.: +91 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 Registered Office of the Company atleast 48 hours before 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.
4. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding and attendance slip(s).
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 the provisions of Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the EGM, is annexed hereto.
7. The Company's Debenture Trustees are:

Axis Trustee Services Limited  
The Ruby, 2nd Floor, SW, 29,  
Senapati Bapat Marg, Dadar (West),  
Mumbai – 400 028  
Tel: +91-22-62300451  
Fax: +91-22-62300700  
E-mail: [debenturetrustee@axistrustee.in](mailto:debenturetrustee@axistrustee.in);  
Website Address: [www.axistrustee.in](http://www.axistrustee.in)

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

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

### Item Nos. 1 and 2

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of the Companies Act, 2013 (the "Act") read with the Articles of Association of the Company, had appointed Shri Venkataramanan Devarajan (DIN: 07749448) and Shri Kozhumam Chandrasekar Ganesh (DIN: 09390886) as Additional Directors to hold office as Independent Directors on the Board of Directors of the Company for first term of 5 (five) consecutive years effective March 31, 2023.

Shri Venkataramanan Devarajan and Shri Kozhumam Chandrasekar Ganesh are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors of the Company.

The Company has received declaration from Shri Venkataramanan Devarajan and Shri Kozhumam Chandrasekar Ganesh confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and that they are not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India (SEBI) or any such authority.

The Company has received notice(s) under Section 160 of the Act from a member proposing the candidature of Shri Venkataramanan Devarajan and Shri Kozhumam Chandrasekar Ganesh for the office of Director of the Company.

Shri Venkataramanan Devarajan and Shri Kozhumam Chandrasekar Ganesh possess appropriate skills, experience and knowledge, *inter-alia*, in the field of accounts and finance.

In the opinion of the Board, Shri Venkataramanan Devarajan and Shri Kozhumam Chandrasekar Ganesh fulfill the conditions for their appointment as Independent Directors as specified in the Act read with the rules made thereunder and the Listing Regulations. Shri Venkataramanan Devarajan and Shri Kozhumam Chandrasekar Ganesh are independent of the management.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Shri Venkataramanan Devarajan and Shri Kozhumam Chandrasekar Ganesh as Independent Directors requires approval of Members of the Company.

In terms of the Listing Regulations, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of

# Sikka Ports & Terminals Limited

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appointment, whichever is earlier. Further, Regulation 25(2A) of the Listing Regulations provides that the appointment of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

Accordingly, the approval of members is sought for appointment of Shri Venkataramanan Devarajan and Shri Kozhumam Chandrasekar Ganesh as Independent Directors of the Company, not liable to retire by rotation for a term of 5 (five) consecutive years effective March 31, 2023.

Details of Shri Venkataramanan Devarajan and Shri Kozhumam Chandrasekar Ganesh, 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 herein below:

Particulars	Shri Venkataramanan Devarajan	Shri K. C. Ganesh
Age	61 years	49 years
Qualifications	BCom, MCom, CA	BCom, CA
Experience	Shri Devarajan Venkataramanan has over 25 years of experience in handling Statutory Audit, Tax Audit and Internal Audit for Corporates, Non corporates and Banks.	Shri K. C. Ganesh has over 26 years of experience and is a financial expert with specialization in planning and corporate finance.
Terms and conditions of appointment	As per the resolution set out at Item No. 1 of this Notice read with explanatory statement thereto	As per the resolution set out at Item No. 2 of this Notice read with explanatory statement thereto
Remuneration last drawn (FY 2022-23)	Not Applicable	Not Applicable
Remuneration proposed to be paid	Sitting Fees to be paid for attending Board Meetings, Committee Meetings and Independent Directors meetings	Sitting Fees to be paid for attending Board Meetings, Committee Meetings and Independent Directors meetings.
Date of first appointment on the Board	March 31, 2023	March 31, 2023

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Tel:- 0091 22 3555 7100, Fax:- 0091 22 3555 5560 Email:- [company.secretary@sptl.co.in](mailto:company.secretary@sptl.co.in) Website:- [www.sptl.co.in](http://www.sptl.co.in)

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Shareholding in the Company as on March 31, 2023	Nil	Nil
Relationship with other Directors/Key Managerial Personnel	Not related to any Director / Key Managerial Personnel of the Company.	Not related to any Director / Key Managerial Personnel of the Company.
Number of Meetings of the Board attended during the FY 2022-23	1 (one)	1 (one)
Directorship of other Boards as on March 31, 2023	1. Global Berry Farms Private Limited 2. Fosco Prism Private Limited	1. TMI Healthcare Private Limited 2. Sukino Healthcare Solutions Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2023	None	1. TMI Healthcare Private Limited Audit Committee – Member 2. Sukino Healthcare Solutions Private Limited Audit Committee – Member Purchase Committee – Member

Copy of the letter of appointment to be issued to Shri Venkataramanan Devarajan and Shri K. C. Ganesh setting out the terms and conditions of appointment are available for inspection by the members at the Registered Office of the Company.

Shri Venkataramanan Devarajan and Shri K. C. Ganesh are interested in the resolutions set out respectively at Item Nos. 1 and 2 of the Notice with regard to their respective appointments.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives / relatives of Shri Venkataramanan Devarajan and Shri K. C. Ganesh are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 1 and 2 of the Notice.

The Board commends the Special Resolutions set out at Item Nos. 1 and 2 of the Notice for approval of the members.

# Sikka Ports & Terminals Limited

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**By Order of the Board of Directors**

**Sd/-**  
**Forum Sheth**  
**Company Secretary and Compliance Officer**  
**ICSI Membership No. A22619**

Place: Mumbai  
Date: March 31, 2023

Registered Office:  
Admin Building, MTF Area, Village Sikka,  
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CIN: U45102GJ1997PLC031906  
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Tel:- 0091 22 3555 7100, Fax:- 0091 22 3555 5560 Email:- [company.secretary@sptl.co.in](mailto:company.secretary@sptl.co.in) Website:- [www.sptl.co.in](http://www.sptl.co.in)

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

**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*	
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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, April 24, 2023 at 3:00 p.m. (IST) at Meeting Room No. 1, First Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021.

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 35557100; 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 Monday, April 24, 2023 at 3:00 p.m. (IST) at Meeting Room No. 1, First Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021 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 Venkataramanan Devarajan (DIN: 07749448) as an Independent Director		
2. To appoint Shri Kozhumam Chandrasekar Ganesh (DIN:09390886) as an Independent Director		

\* Applicable for investors holding shares in electronic form.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

\_\_\_\_\_  
Signature of  
Member

Affix  
Revenue  
Stamp

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

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

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

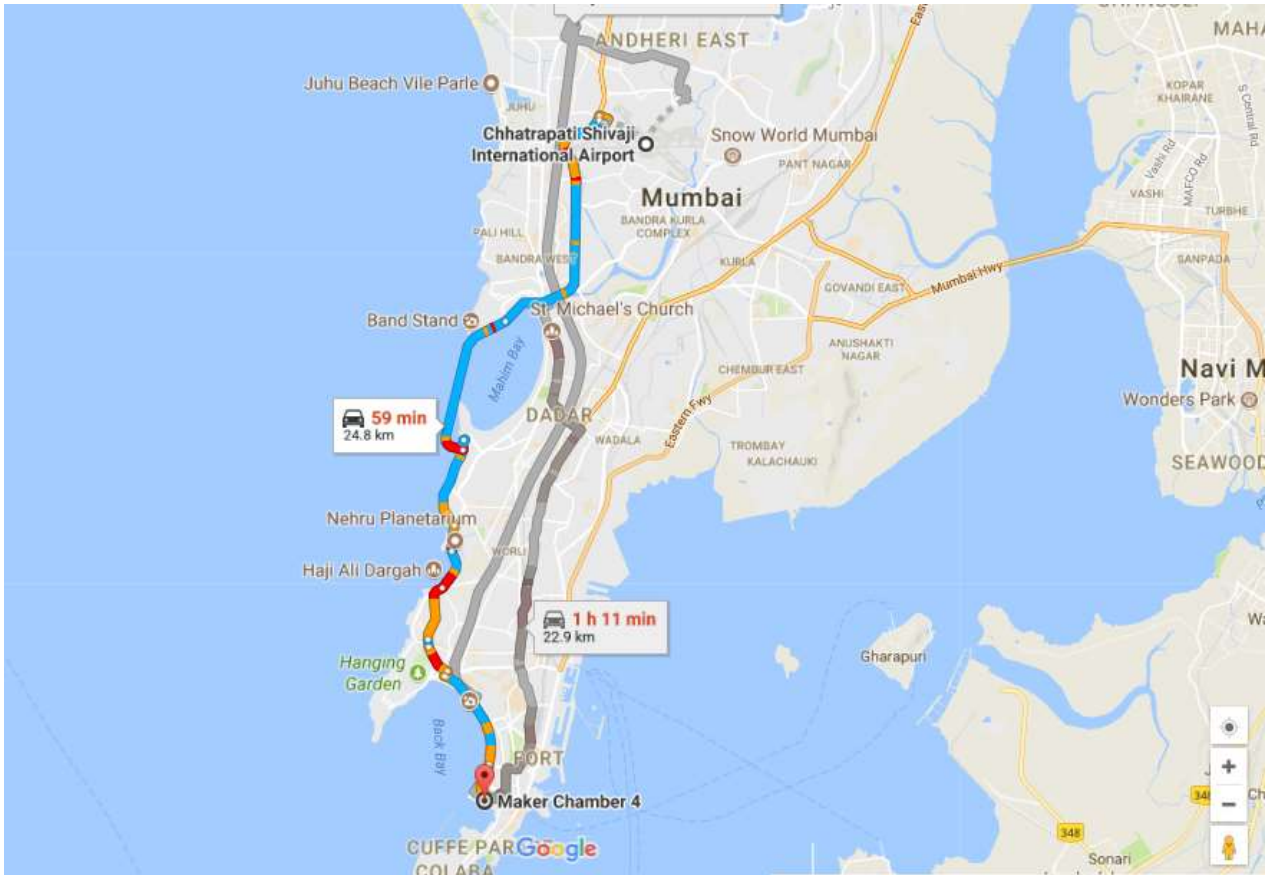
Notes:

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

Meeting Room No. 1,  
First Floor, Maker Chambers IV,  
222, Nariman Point,  
Mumbai 400 021

Corporate Office:- 1<sup>st</sup> Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021;  
Tel:- 0091 22 3555 7100, Fax:- 0091 22 3555 5560 Email:- [company.secretary@sptl.co.in](mailto:company.secretary@sptl.co.in) Website:- [www.sptl.co.in](http://www.sptl.co.in)

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