

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 on Monday, April 25, 2022 at 4:00 p.m. (IST) at Meeting Room No. 1, Second Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021, to transact the following business:

Special Business

1. To approve appointment of Shri Samir Patel (DIN: 09487366) 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 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 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), Shri Samir Patel (DIN: 09487366), 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 Section 160 of the Act from a member proposing his candidature for the office of Director, be 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.”

2. To approve appointment of Ms. Jyothi Menon (DIN: 09484769) 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 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 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), Ms. Jyothi Menon (DIN: 09484769), 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 Section 160 of the Act from a member proposing her candidature for the office of Director, be appointed as a Director of the Company, liable to retire by rotation;

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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
(ICSI Membership No. A22619)

Place: Mumbai
Date: April 1, 2022

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 7100
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 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 Section 102(1) of the Companies Act, 2013 read with the Rules thereto, setting out all material facts relating to the resolutions 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;
Website Address: www.axistrustee.in

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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 of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the "Act") read with the Articles of Association of the Company, had approved the appointment of Shri Samir Patel (DIN: 09487366) as an Additional Director (Non-Executive) of the Company with effect from February 10, 2022.

Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective January 1, 2022, 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 appointment, whichever is earlier. Accordingly, the appointment of Shri Samir Patel would require the approval of the members of the Company by May 9, 2022.

Shri Samir Patel is qualified to be appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director.

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Shri Samir Patel for the office of a Director of the Company.

Given his experience and background, it is in the interest of the Company that Shri Samir Patel is appointed as a Director of the Company. Accordingly, it is proposed to approve appointment of Shri Samir Patel (DIN: 09487366) as a Director of the Company, liable to retire by rotation.

Details of Shri Samir Patel, 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	49 years
Qualifications	B.E.(Chemical) from DDIT, Gujarat University
Experience	Shri Samir Patel has a rich experience of over 25 years in the area of manufacturing, new project execution and commissioning at refinery division, Jamnagar Manufacturing Division.

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Terms and conditions of appointment	As per the resolution set out at Item No. 1 of this Notice read with Statement hereto.
Remuneration last drawn in the Company (FY 2021-22)	Sitting Fees of Rs. 10,000/- for attending the meetings of the Board of Directors and Committees of the Board of Directors of the Company.
Remuneration proposed to be paid	Sitting 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	February 10, 2022
Shareholding in the Company as on March 31, 2022	Nil
Relationship with other Directors / Key Managerial Personnel	Shri Samir Patel is not related to any Director / Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the FY 2021-22	2 (two) out of 2(two) board meetings held since his appointment
Directorships of other Boards as on March 31, 2022	None
Membership / Chairmanship of Committees of other Boards as on March 31, 2022	None

Save and except Shri Samir Patel, none of the other Directors / Key Managerial Personnel of the Company / relatives of Directors and Key Managerial Personnel 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.

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Item No. 2:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the "Act") read with the Articles of Association of the Company, had approved the appointment of Ms. Jyothi Menon (DIN: 09484769) as an Additional Director (Non-Executive) of the Company with effect from March 31, 2022.

Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective January 1, 2022, 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 appointment, whichever is earlier. Accordingly, the appointment of Ms. Jyothi Menon would require the approval of the members of the Company by June 30, 2022.

Ms. Jyothi Menon is qualified to be appointed as a director in terms of Section 164 of the Act and has given her consent to act as a director.

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Ms. Jyothi Menon for the office of a Director of the Company.

Given her experience and background, it is in the interest of the Company that Ms. Jyothi Menon is appointed as a Director of the Company. Accordingly, it is proposed to approve appointment of Ms. Jyothi Menon as a Director of the Company, liable to retire by rotation.

Details of Ms. Jyothi Menon, 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	48 years
Qualifications	B.Com, CA
Experience	Ms. Jyothi Menon has over 24 years of experience in Accounts, Taxation and Commercial functions. She started her career with Hindustan Lever Ltd and has been associated with Reliance group for past 16 years.
Terms and conditions of appointment	As per the resolution set out at Item No. 2 of this Notice read with Statement hereto.

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Remuneration last drawn in the Company (FY 2021-22)	Sitting Fees of Rs. 10,000/- for attending the meetings of the Board of Directors and Committees of the Board of Directors of the Company.
Remuneration proposed to be paid	Sitting 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	March 31, 2022
Shareholding in the Company as on March 31, 2022	Nil
Relationship with other Directors / Key Managerial Personnel of the Company	Ms. Jyothi Menon is not related to any Director / Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the FY 2021-22	1(one) out of 1(one) board meeting held since her appointment
Directorships of other Boards as on March 31, 2022	Nil
Membership / Chairmanship of Committees of other Boards as on March 31, 2022	Nil

Save and except Ms. Jyothi Menon, none of the other Directors / Key Managerial Personnel of the Company / relatives of Directors and Key Managerial Personnel 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 Ordinary Resolution set out at Item No. 2 of the Notice for approval by the members.

By Order of the Board of Directors

Sd/-

Forum Sheth
Company Secretary
(ICSI Membership No. A22619)

Sikka Ports & Terminals Limited

CIN: U45102GJ1997PLC031906

Place: Mumbai
Date: April 1, 2022

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 7100
Fax: 0091 22 3555 5560

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

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 25, 2022 at 4:00 p.m. at Meeting Room No. 1, Second 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 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 25, 2022 at 4:00 p.m. at Meeting Room No. 1, Second 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 appointment of Shri Samir Patel (DIN: 09487366) as a Director.		
2. Approval for appointment of Ms. Jyothi Menon (DIN: 09484769) as a Director.		

* Applicable for investors holding shares in electronic form.

Signed this _____ day of _____ 2022

Signature of
Member

Affix
Revenue
Stamp

Signature of first proxy
holder

Signature of second proxy
holder

Signature of third proxy
holder

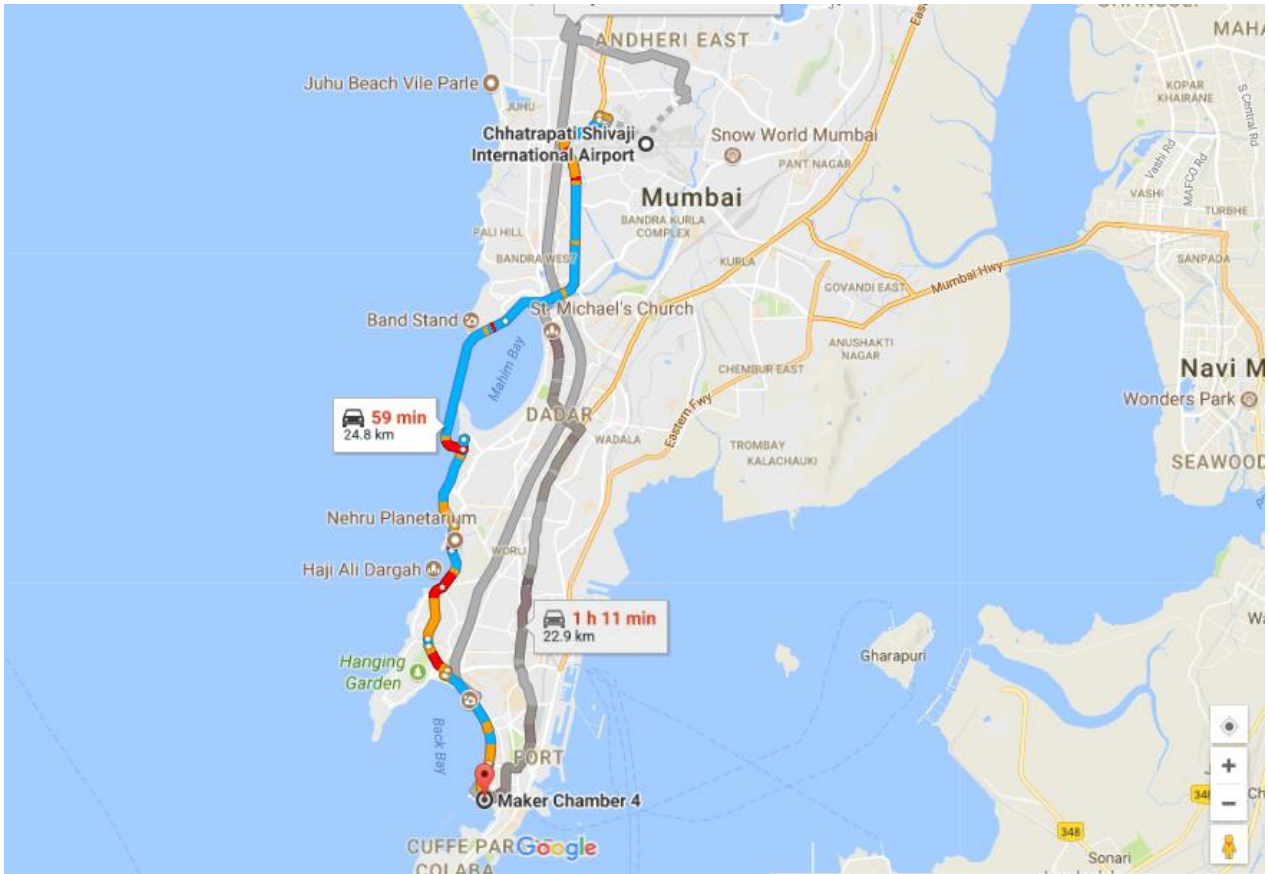
Notes:

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

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Route Map to Meeting venue



EGM VENUE ADDRESS:

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

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