

Sikka Ports & Terminals Limited

(Formerly Reliance Ports And Terminals Limited)

CIN: U45102GJ1997PLC031906

Notice

Notice is hereby given that the Twenty Third Annual General Meeting of the members of Sikka Ports & Terminals Limited will be held at shorter notice on Friday, September 27, 2019 at 11:00 a.m. at the Registered Office of the Company at Ground Floor, Admin Building, MTF Area, Village Sikka, Taluka & District Jamnagar- 361 140, Gujarat, 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, 2019 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, 2019 and the report of the Auditors thereon and in this regard, pass the following resolutions as **Ordinary Resolutions:**

(a) "RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, 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, 2019 and the report of Auditors thereon laid before this meeting, 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, pass 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, Shri Y. B. Prasad (DIN: 06526111), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

By Order of the Board of Directors

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

Date : September 13, 2019

Place: Mumbai

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

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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Notes:

1. A member entitled to attend and vote at the Annual 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 holder of proxy 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 MTF Area, Jamnagar.
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. In terms of the provisions of Section 152 of the Companies Act, 2013 (the "Act"), Shri Y. B. Prasad, Director (DIN: 06526111), retires by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment.

Details of Shri Y. B. Prasad, as required to be provided pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Shri Y. B. Prasad	
Age	61 years
Qualification	B. Tech (Chemical) from Osmania University, Andhra Pradesh
Experience	Shri Y.B. Prasad has a rich experience of over 34 years in various aspects of Refinery Operations – Commissioning of Refinery Units.

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Terms and conditions of re-appointment	In terms of Section 152(6) of the Act, Shri Y. B. Prasad, who was appointed as a Director at the Annual General Meeting held on September 30, 2016, is liable to retire by rotation at the Meeting.
Remuneration last drawn in the Company	Sitting Fees of Rs.25000/- for attending the meetings of the Board of Directors and Committees of the Board of Directors of the Company.
Remuneration sought to be paid	Sitting Fees to be paid for the Financial Year 2019-20
Date of first appointment on the Board	15.03.2013
Shareholding in the Company as on March 31, 2019	Nil
Relationship with other Directors/ Manager / other Key Managerial Personnel of the Company	Nil
Number of meetings of the Board attended during the FY 2018-19	3 (Three)
Directorships of other Boards as on March 31, 2019	Nil
Membership / Chairmanship of Committees of the other Boards as on March 31, 2019	Nil

5. 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 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 Business set out under Item Nos. 1 and 2 of the Notice.

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6. 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.
7. 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.
8. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
9. 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.

ATTENDANCE SLIP

SIKKA PORTS & TERMINALS LIMITED
(Formerly Reliance Ports And 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 and 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 **TWENTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS** of the Company held on Friday, September 27, 2019 at 11.00 a.m. at the Registered Office of the Company at Admin Building, MTF Area, Village Sikka, Taluka & District Jamnagar – 361140, Gujarat.

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

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

CIN: U45102GJ1997PLC031906

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 **TWENTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS** of the Company, to be held on Friday, September 27, 2019 at 11:00 a.m. at the Registered Office of the Company at Admin Building, MTF Area, Village Sikka, Taluka & District Jamnagar – 361140, Gujarat 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. Consider and adopt: a) Audited Financial Statement for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon b) Audited Consolidated Financial Statement for the financial year ended March 31, 2019 and the Report of the Auditors thereon		
2. Appointment of Shri Y. B. Prasad (DIN : 06526111), a Director retiring by rotation		

Signed this _____ day of _____ 2019

Signature of
Shareholder

Affix
Revenue
Stamp

Signature of first proxy
holder

Signature of second proxy
holder

Signature of third proxy
holder

Notes:

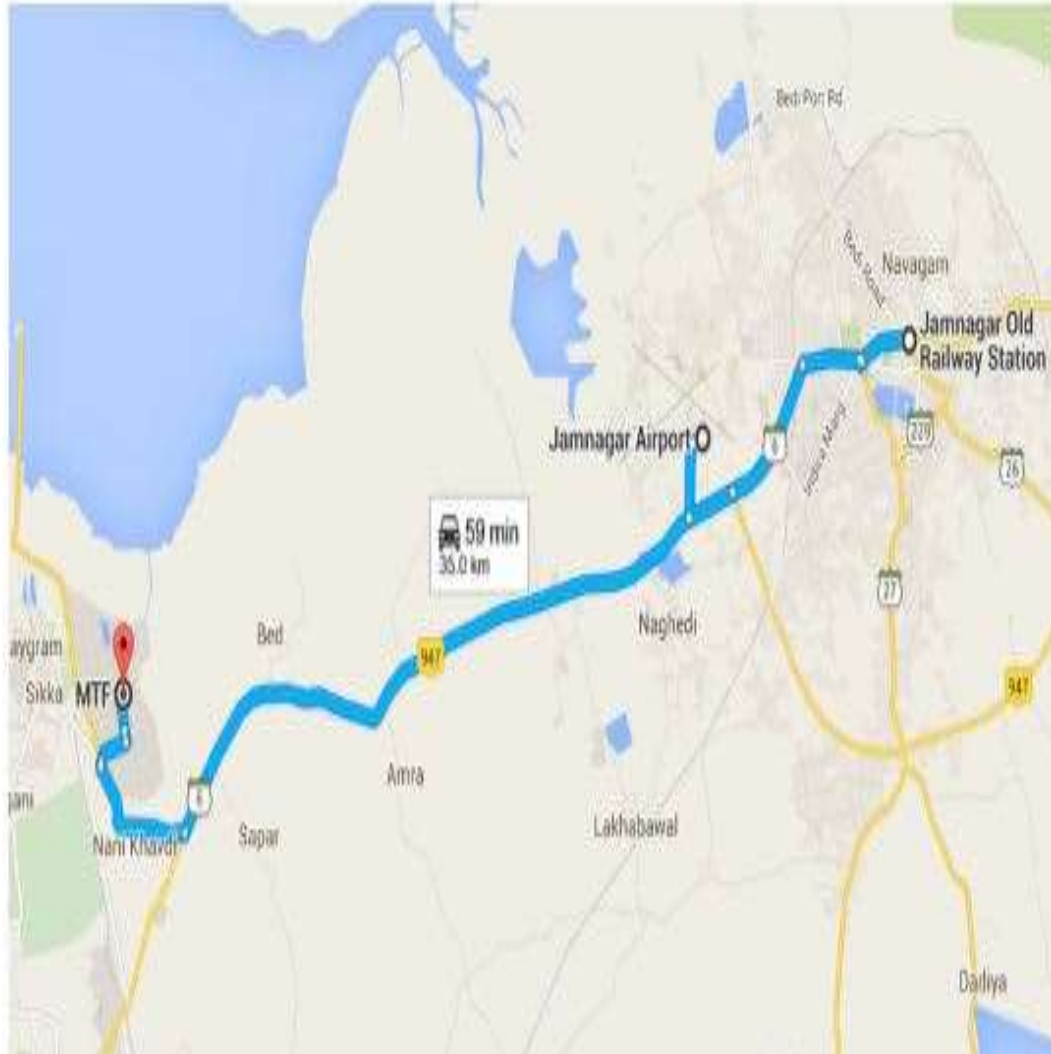
1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than forty-eight hours before the commencement of the Meeting.**
2. **A proxy need not be a member of the Company and shall prove his identity at the time of attending 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 resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote 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 jointholders, the signature of any one holder will be sufficient, but names of all the jointholders 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 complete 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. A Proxy form which does not state the name of the Proxy will not be considered valid.
10. Undated proxy form will not be considered valid.
11. 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



AGM VENUE ADDRESS:

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