

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, March 21, 2025 at 2:00 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 approve the variation/alteration of the tenure of 4,70,00,000 9% Cumulative Redeemable Preference Shares - Series I to V (RPS) of Rs. 10/- each having aggregate face value of Rs. 47 crore 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 in accordance with the provisions of Sections 48, 55 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and rules framed thereunder (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), the Articles of Association of the Company and the terms of issue of 4,70,00,000 9% Cumulative Redeemable Preference Shares - Series I to V of Rs. 10/- (Rupees Ten) each having aggregate face value of Rs. 47 crore (Rupees Forty Seven Crore only) (RPS), the consent received from Reliance Industries Holding Private Limited (RIHPL), the holder of RPS and Jamnagar Utilities & Power Private Limited, the holder of 9% Non-Cumulative Optionally Convertible Preference Shares of Rs. 10/- each, approval of the members be and is hereby accorded for variation/alteration in the tenure of RPS by extending the Maturity Date of each of the Series I to V of RPS from October 14, 2025 to August 31, 2037, as per the details given below:

Particulars	Earlier Term	Revised Term
Tenure and Conversion / Redemption terms	Each RPS shall be redeemed at Rs. 10/- (Rupees 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. RPS shall not be converted into equity shares	<i>Each RPS shall be redeemed at Rs. 10/- (Rupees Ten) each at any time, at the option of the Company, but not later than August 31, 2037. The redemption shall be made in accordance with the applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company. RPS shall not be converted into equity shares</i>

Corporate Office:- 1st 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 Website:- www.sptl.co.in

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

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RESOLVED FURTHER THAT except the above variation/alteration of the tenure of RPS, there is no change in the other terms of RPS issued by the Company as per details given below:

Nature of Security	4,70,00,000 9% Cumulative Redeemable Preference Shares - Series I to V (RPS) of Rs. 10/- each.
Rate of Dividend	Dividend rate will be 9% p.a. (on the face value) which will remain fixed over the tenure of the RPS.
Cumulative	The RPS will carry cumulative dividend right.
Priority with respect to payment of dividend or repayment of capital vis-à-vis equity shares	The RPS 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.
Participation in surplus funds / surplus assets and profits	The RPS 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 RPS shall carry voting rights as prescribed under the provisions of the Companies Act, 2013.
Variation in Terms of RPS	Any variation in the terms of RPS 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 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

Place: Mumbai

Date: March 18, 2025

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 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. 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 the provisions of Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting, is annexed hereto.

Sikka Ports & Terminals Limited

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8. 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

Item No. 1:

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

The Company has issued and allotted 4,70,00,000 9% Cumulative Redeemable Preference Shares - Series I to V of Rs. 10/- (Rupees Ten) each having aggregate face value of Rs. 47 crore (Rupees Forty Seven Crore only) (RPS) from time to time and redeemable not later than October 14, 2025 (Maturity Date). These RPS are held by Reliance Industries Holding Private Limited (RIHPL).

The Board of Directors of the Company at its meeting held on March 12, 2025, have approved the variation/alteration in the tenure of 9% Cumulative Redeemable Preference Shares - Series I to V, by extending the Maturity Date of each of the Series I to V from October 14, 2025 to August 31, 2037.

The earlier term and the revised term of RPS is given below:

Particulars	Earlier Term	Revised Term
Tenure and Conversion / Redemption terms	Each RPS shall be redeemed at Rs. 10/- (Rupees 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. RPS shall not be converted into equity shares	<i>Each RPS shall be redeemed at Rs. 10/- (Rupees Ten) each at any time, at the option of the Company, but not later than August 31, 2037. The redemption shall be made in accordance with the applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company. RPS shall not be converted into equity shares</i>

The Company has received consent letters from Reliance Industries Holding Private Limited, the holder of RPS and Jamnagar Utilities & Power Private Limited (JUPL), the holder of 9% Non-Cumulative Optionally Convertible Preference Shares (OCPS) according their consent for variation/alteration in the tenure of RPS by extending the Maturity Date of RPS for each of the Series I to V from October 14, 2025 to August 31, 2037.

In accordance with the provisions of Section 48 of the Act, the rights attached to the shares of any class may be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or by means of a Special Resolution passed at a separate meeting of the holders of the issued shares of that

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class and if such variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained.

The Company has received the necessary consent from the holder of RPS and holder of OCPS towards the variation of rights as provided in the resolution.

Accordingly, the approval of members is sought by way of a Special Resolution for variation/alteration in the tenure of 4,70,00,000 9% Cumulative Redeemable Preference Shares - Series I to V (RPS) by extending the Maturity Date of RPS for each of the Series I to V from October 14, 2025 to August 31, 2037.

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 resolution, set out at Item No. 1 of the Notice.

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/-

Forum Sheth
Company Secretary and Compliance Officer

Place: Mumbai
Date: March 18, 2025

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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 Friday, March 21, 2025 at 2:00 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

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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 at a shorter notice on Friday, March 21, 2025 at 2:00 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
Approval of variation/alteration of the tenure of 4,70,00,000 9% Cumulative Redeemable Preference Shares - Series I to V (RPS) of Rs. 10/- each having aggregate face value of Rs. 47 crore		

* Applicable for investors holding shares in electronic form.

Signed this _____ day of _____ 2025

Signature of
Member

Affix
Revenue
Stamp

Signature of first proxy
holder

Signature of second proxy
holder

Signature of third proxy
holder

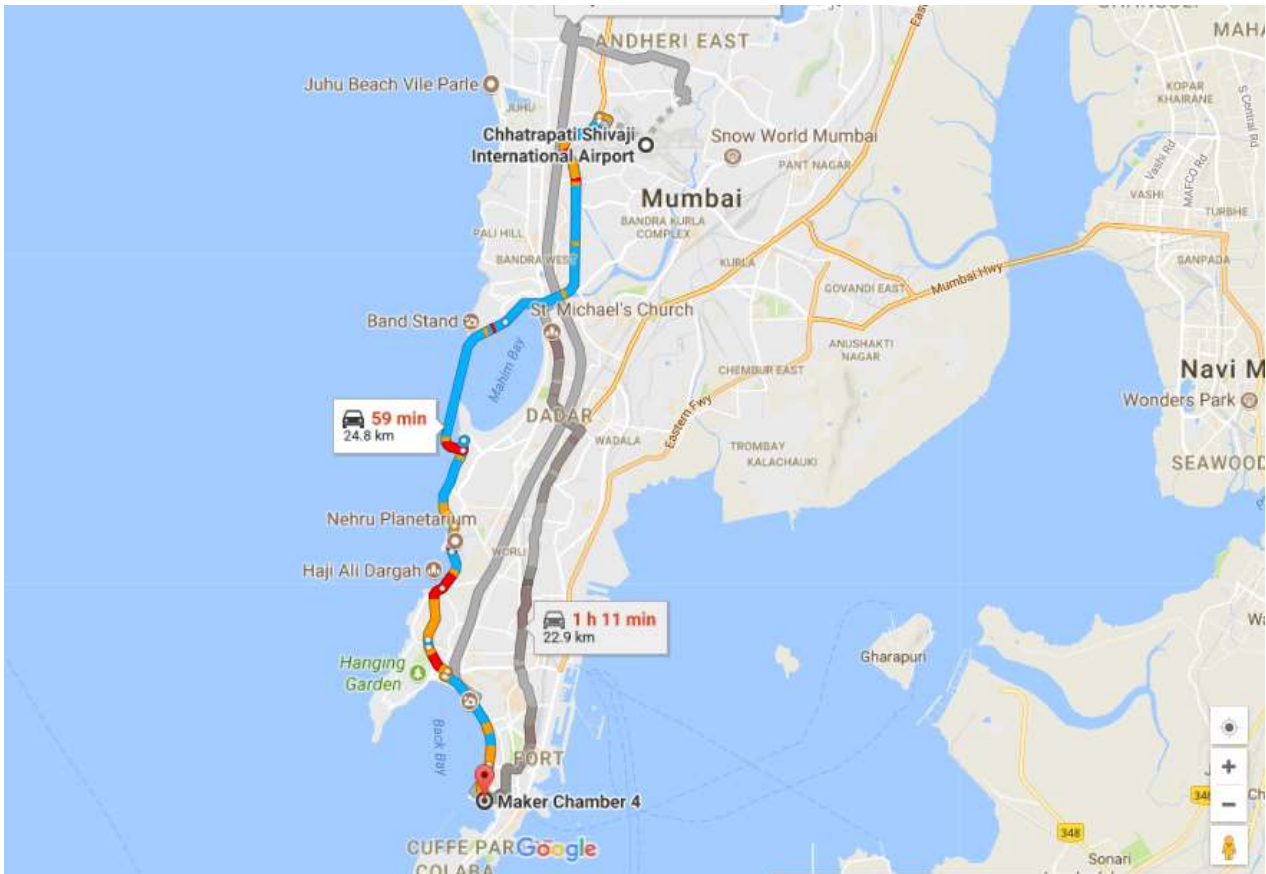
Notes:

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.

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Route Map to Meeting venue



EGM VENUE ADDRESS:

Meeting Room No. 1,
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222, Nariman Point,
Mumbai 400 021

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